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November 30, 1999

Florida Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

200003058632-3

-12/02/99-01047-001

*****96.25 *****96.25

Re: The Village Resources, P.A.

Dear Ms. Doris Brown:

Enclosed please find the signed original and two copies of the Articles of Incorporation of the above mentioned corporation. Also enclosed you will find a check in the amount of \$96.25 for the filing, two certified copy fees and a certificate of status.

Please process this at your earliest opportunity and return the two certified copies of the Articles of Incorporation and the certificate of status to this office.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to call me.

Sincerely,

Roger B. Rice

Roger B. Rice, Esq.
RBR/psr

Enclosures

FILED
99 DEC -2 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-6

Articles of Incorporation for The Village Resources, P.A.

99 DEC -2 AM 11:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of massage therapy/Rolfing in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I--NAME

The name of this corporation is The Village Resources, P.A.

ARTICLE II--PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

To render the practice of Rolfing to the public, which shall include a system of body restructuring and movement education which releases the body's segments from life-long patterns of tension and permits gravity to realign them and balance the body. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation Act" (F.S.A. Chapter 621) and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of the service of the practice of Rolfing. To engage in the business of Rolfing, massage, movement education and anything ancillary to such business;

ARTICLE III--CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV--DURATION

The Corporation shall have perpetual existence.

ARTICLE V--ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 999 Trail Terrace Drive, Suite D, Naples, Florida 34103 and the name of its initial registered agent is Roger B. Rice, P.A.. The Board of Directors may, from time to time, move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI--DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice Rolfing and/or Massage Therapy in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James G. Blackburn, II	999 Trail Terrace Dr., Suite D Naples, Florida 34110

ARTICLE VII--SUBSCRIBERS

The name and address of the subscriber, who is the incorporator of this Corporation, whom is duly licensed in the State of Florida to practice Massage Therapy, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James G. Blackburn, II	999 Trail Terrace Dr., Suite D Naples, Florida 34103

ARTICLE VIII--RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX--DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X--AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

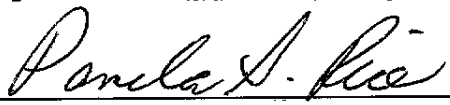
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this the 30TH day of November, 1999.


James G. Blackburn, II

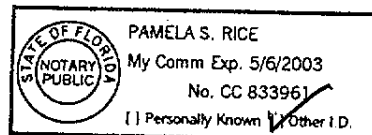
STATE OF FLORIDA }
COUNTY OF COLLIER }

BEFORE ME, personally appeared James G. Blackburn, II, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 30TH day of November 1999 in the aforesaid County and State.


Notary Public

My Commission Expires:

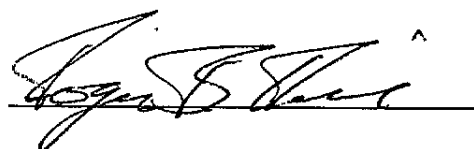


CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in this State of Florida.

1. The name of the corporation is: THE VILLAGE RESOURCES, P.A.
2. The name and address of the Registered Agent and office is: Roger B. Rice, P.A.
5425 Park Central Court
Naples, Florida 34109.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Roger B. Rice, P.A.
5425 Park Central Court
Naples, Florida 34109

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TALLAHASSEE, FLORIDA