

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp ID. # 83262

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is ALL THAT MATTERS, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) PERPETUAL

THIRD. The purpose or purposes for which the corporation is organized are:

Holistic health center and services and all related services, including retail sales and to conduct all business for which corporations are formed within the State of Rhode Island.

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By [Signature]

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 6000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

no par value

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

See attached Exhibit A.

SEVENTH. The address of the initial registered office of the corporation is 358 South Road, Wakefield, RI 02879 (add Zip Code) and the name of its initial registered agent at such address is: Jeanne D. Wettlaufer

Jeanne D. Wettlaufer
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is TWO and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Jeanne D. Wettlaufer	358 South Road, Wakefield, RI 02879
Joan B. Dwyer	366 South Road, Wakefield, RI 02879

NINTH. The name and address of each incorporator is:

Name	Address
Jeanne D. Wettlaufer	358 South Road, Wakefield, RI 02879

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

upon filing

Dated February 10, 1995

Jeanne D. Wettlaufer
Signature of each incorporator
Jeanne D. Wettlaufer

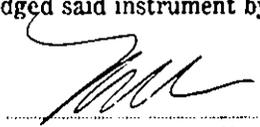
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SECRETARY OF STATE
CORRESPONDENCE DIV.

STATE OF RHODE ISLAND
COUNTY OF Washington

} In the ^{8th} ~~13~~ 4 25 PM '95 of Wakefield
Town

in said county this 10th day of February, A.D. 1995
then personally appeared before me Jeanne D. Wettlaufer

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.



Notary Public
MARGARET A. LAURENCE
MY COMMISSION EXPIRES: 7/29/95



EXHIBIT "A"

SIXTH. For the regulation of the business and the conduct of the internal affairs of the corporation, it is further provided:

1. Stock of this Corporation may be issued from time to time for such consideration consisting of cash, services, personal property, tangible and intangible, or real estate or such other consideration that shall be determined from time to time by the Stockholders of this Corporation.

2. No Stockholder of this Corporation shall make sale of any stock of said Corporation held by him/her, without first giving written notice to the Corporation of his/her intention to sell the same and giving to the Corporation the right to purchase said stock at the lowest price at which he/she is willing to sell before the same shall be sold by him/her to any other party. The Corporation shall exercise the right to purchase the stock so offered to it within thirty (30) days of the receipt of said offer. If not accepted within said date, the Stockholder shall be at liberty to make sale of said stock so offered to the Corporation in the open market for a price of not less than one at which said is offered to the Corporation.

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