

Division of Corporations

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DIVISION OF CORPORATIONS

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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
Fax Number : (954)641-4192

FLORIDA PROFIT CORPORATION OR P.A.

MDS DISTRIBUTORS OF MIAMI CORP.

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ARTICLES OF INCORPORATION
OF
MDS DISTRIBUTORS OF MIAMI CORP.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: MDS DISTRIBUTORS OF MIAMI CORP.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida, including, but, not limited to the distribution of health and beauty aids, including, but, not limited to the distributor of health and beauty aids.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 500 shares, having a ONE DOLLAR (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance

MARK W. KAY, P.A.
Gables One Tower
1320 South Dixie Highway
Suite 870
(305) 667-0475, ext.2
Florida Bar #:041600

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MDS DISTRIBUTORS OF MIAMI CORP.

of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less the FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

Registered Agent

Corporate Mailing Address

MARK W. KAY
1320 South Dixie Highway
Suite 870
Coral Gables, FL 33146

1320 South Dixie Highway
Suite 870
Coral Gables, FL 33146

SEVENTH: The number of directors constituting the initial board of directors is one (1).

EIGHTH: The name and post office address of the Incorporator is: Mark W. Kay, 1320 South Dixie Highway, Suite 870, Coral Gables, FL 33146

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 25th day of

September 2004.


MARK W. KAY

MARK W. KAY, P.A.
Gables One Tower
1320 South Dixie Highway
Suite 870
(305) 687-0475, ext.2
Florida Bar #: 041800

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MDS DISTRIBUTORS OF MIAMI CORP.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED, that on this day personally appeared before me, MARK W. KAY a party to the foregoing Articles of Incorporation, known to me personally to be such or identified by Drivers License - Fla., and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, Florida this 28th day of September 2004.

[Signature]
NOTARY PUBLIC, STATE OF
Alan C. Gold, P.A.
1320 S. Dade Highway
Suite 870
Coral Gables, FL 33146

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 provision 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.

[Signature]
Registered Agent
Mark W. Kay
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

MARK W. KAY, P.A.
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1320 South Dade Highway
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