

0/01/95

FLORIDA DIVISION OF CORPORATIONS
 PUBLIC ACCOUNTING SYSTEM
 TO: DIVISION OF CORPORATIONS FROM: REVITAL INCORPORATED
 PARTMENT OF REVENUE FROM: REVITAL INCORPORATED
 STATE OF FLORIDA FROM: REVITAL INCORPORATED
 409 EAST GAINES STREET MIAMI FL 33135-3394-0000
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
 PHONE: (305) 541-3094
 FAX: (904) 922-4000 FAX: (305) 541-3770

((H95000002393)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: REVITAL INCORPORATED

FAX AUDIT NUMBER: H95000002393 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 03/01/1995 TIME REQUESTED: 12:14:35
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 10 METHOD OF DELIVERY: FAX
 ESTHATED CHARGE: \$122.50 ACCOUNT NUMBER: 072460003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

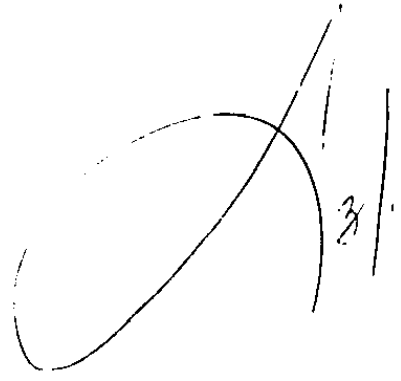
((H95000002393))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Help F1 Option Menu F2

NUM Connect: 00:11:1.

EFFECTIVE DATE

3-1-95

FILED
 95 MAR -1 PM 2:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAR -1 PM 2:18

FILED

ARTICLES OF INCORPORATION
OF
REVITAL INCORPORATED

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be: REVITAL INCORPORATED.

ARTICLE II
GENERAL NATURE OF BUSINESS

EFFECTIVE DATE

3-1-95

The general nature of the business to be transacted by this corporation is:

(1) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including, but not limited to, power to:

(1) Elect or appoint such officers and agents as its affairs shall require, and allow them suitable compensation.

(2) Adopt, change, amend and repeal By-Laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its stocks or other evidence of interest, and the calling and holding of meetings of its Stockholders.

Instrument prepared by:
MAITTE R. NETSCH, ESQ.
MAITTE R. NETSCH, P.A.
782 N.W. LeJeune Road, Suite 330
Miami, Florida 33126
F.B.N. 271632

(305) 858-6000

H 95000002393

H 95000002393

H 95000002393

(3) Increase or diminish, by vote of its stockholders or shareholders, change in the By-Laws may direct, the number of directors.

(4) Make and enter into all contracts necessary and proper for the conduct of its business.

(5) Conduct business, have one or more officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

(6) Purchase the corporate assets of any other corporation and engage in the same character of business.

(7) Acquire, take, hold, sell and dispose of patents, copyrights, trade marks and any licenses or other interests thereunder or therein.

(8) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(9) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(10) Purchase hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

(11) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the corporation, and execute such mortgages and

H 95000002393

other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, an occasion may require and the Board of Director may deem expedient; and

(a) Provide in such instruments for transferring Corporate property of every kind and nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(12) Lend and advance money, extend credit, take notes and any kind or nature of evidence of indebtedness therefor.

(13) Make gifts for educational, scientific or charitable purposes.

(14) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding;

(a) Whether civil criminal, administrative, or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best

H 95000002393

H 95000002393

interest of the corporation or that he had reasonable grounds for belief that such action was unlawful;

(b) By or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the corporation. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection therewith.

(d) If a determination is made that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or by the shareholders who were not parties to such action, suit or proceeding.

(15) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (d) of Subsection (14) upon receipt of

H 95000002393

H 95000002393

H 95000002393

an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this section.

(16) Indemnify any person, if the requirements of Subsections (14) and (15) are met, without affecting any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

(17) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Subsection (12).

(18) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Incorporation, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

ARTICLE IV
CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

H 95000002393

(b) shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The names and street addresses of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

H 95000002393

H 95000002393

H 95000002 393

<u>NAME</u>	<u>ADDRESS</u>
LINDA ROSS	24 Calabria Avenue Suite 10 Coral Gables, Florida 33134

ARTICLE VII
OFFICERS

The name and address of the initial officers of this corporation is as follows:

President and Secretary: LINDA ROSS
24 Calabria Avenue
Suite 10
Coral Gables, Florida 33134

Vice President and
Treasurer: Suresh Gobardhan
24 Calabria Avenue
Suite 10
Coral Gables, Florida 33134

ARTICLE VIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

REVITAL INCORPORATED, desiring to organize under the laws of the State of Florida, has designated its principal office at 24 Calabria Avenue, Suite 10, Coral Gables, Florida 33134 and has named as its initial Registered Agent, MAITTE R. NETSCH, ESQ., 782 N.W. LeJeune Road, Suite 330, Miami, Florida 33126.

ARTICLE IX
SUBSCRIBERS

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
LINDA ROSS	24 Calabria Avenue Suite 10 Coral Gables, Florida 33134


H 95000002 393

H 95000002393

**ARTICLE X
COMMENCEMENT OF CORPORATE EXISTENCE**

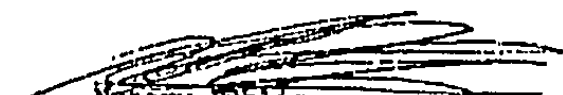
In accordance with the provisions of Section 607.167, the effective date of incorporation is specified to be the 1st. day of March, 1995, which is the date on which these Articles have been subscribed and acknowledged.

WITNESS my hand and official seal this 1st. day of March, 1995.


LINDA ROSS
Subscriber, President and Secretary

STATE OF FLORIDA)
COUNTY OF DADR) SS.:

The foregoing instrument was acknowledged before me, on this 1st. day of March, 1995, by LINDA ROSS, who is personally known to me or who has produced as identification and who did or did not take and oath.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
LOURDES GONZALEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC19073
MY COMMISSION EXPI. MAY 6, 1996

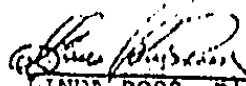
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

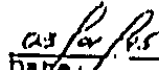
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is REVITAL INCORPORATED.

H 95000002393

2. The name and address of the registered agent and office in: MAITTE R. NETSCH, ESQ., 782 N.W. LeJeune Road, Suite 330, Miami, Florida 33126.

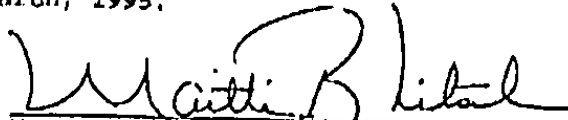

LINDA ROSS, Director, President
and Secretary


Date: _____

ACKNOWLEDGMENT OF REGISTERED AGENT

I, MAITTE R. NETSCH, ESQ., having been named to accept Service of Process for REVITAL INCORPORATED, a Florida corporation, at the place designated in Article VII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 1st. day of March, 1995.


MAITTE R. NETSCH, ESQ.,
Registered Agent

FILED
95 MAR -1 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 95000002393

H 95000002393

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
 AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
 Sandra H. Matham
 Secretary of State
 DIVISION OF CORPORATIONS

APPROVED AND FILED

1996 OCT 24 PM 3:07

DOCUMENT # P95000016977 (7)

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REVITAL INCORPORATED



Principal Place of Business: 24 CALABRIA AVENUE SUITE 10 CORAL GABLES FL 33134
 Mailing Address: 24 CALABRIA AVENUE SUITE 10 CORAL GABLES FL 33134

3. Date Incorporated or Qualified 03/01/1995	3a. Date of Last Report
4. FEI Number 65-0583232	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Denied <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 190.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

21. Principal Place of Business	2a. Mailing Address
22. State Apt # etc	2b. State Apt # etc
23. City & State	2c. City & State
24. Zip Country	2d. Zip Country

9. Name and Address of Current Registered Agent
NEPSCH, MATTHE R. - correction
 782 N.W. LEJEUNE RD.
 SUITE 330
 MIAMI FL 33126

10. Name and Address of New Registered Agent
 Name: **000001991960--1**
 Street Address (P.O. Box Number is 1970496--01031--016)
 City: *****375.00 ***375.00**

11. Pursuant to provisions Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.015, Florida Statutes.
 SIGNATURE: *Matthew R. Nepsch* DATE: _____

12. OFFICERS AND DIRECTORS	
TITLE: PSD NAME: ROSS, LINDA STREET ADDRESS: 24 CALABRIA AVE. #10 CITY-ST-ZIP: CORAL GABLES FL 33134	<input checked="" type="checkbox"/> DELETE
TITLE: VTD NAME: GOBARDHAN, SURESH STREET ADDRESS: 24 CALABRIA AVE. #10 CITY-ST-ZIP: CORAL GABLES FL 33134	<input type="checkbox"/> DELETE
TITLE: _____ NAME: _____ STREET ADDRESS: _____ CITY-ST-ZIP: _____	<input type="checkbox"/> DELETE
TITLE: _____ NAME: _____ STREET ADDRESS: _____ CITY-ST-ZIP: _____	<input type="checkbox"/> DELETE
TITLE: _____ NAME: _____ STREET ADDRESS: _____ CITY-ST-ZIP: _____	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
11 TITLE: Vice President & Sec. 12 NAME: GIETA L. GOBARDHAN 13 STREET ADDRESS: 5722 N.W. 50th Drive 14 CITY-ST-ZIP: Coral Springs, Florida 33067	<input type="checkbox"/> Changes <input checked="" type="checkbox"/> Addition
21 TITLE: President & Treasurer 22 NAME: SURESH GOBARDHAN 23 STREET ADDRESS: 5722 N.W. 50th Drive 24 CITY-ST-ZIP: Coral Springs, Florida 33067	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
31 TITLE: _____ 32 NAME: _____ 33 STREET ADDRESS: _____ 34 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
41 TITLE: _____ 42 NAME: _____ 43 STREET ADDRESS: _____ 44 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
51 TITLE: _____ 52 NAME: _____ 53 STREET ADDRESS: _____ 54 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
61 TITLE: _____ 62 NAME: _____ 63 STREET ADDRESS: _____ 64 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition

REINSTATEMENT

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13, as changed, or on an attachment with an address

SIGNATURE: *Suresh Gobardhan*
 SOERESH GOBARDHAN, President and Treasurer

October 1 '96 (451) 2550424
 Date: _____

CR2E034 (3/95)