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PLEASE REPLY TO TAMPA

FILE NO. 39625.99609

August 19, 1998

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*****70.00 *****70.00

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Vita Plus Industries, Inc./Incredible Products of Florida

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of Vita Plus Industries, Inc., the Articles of Incorporation of Incredible Products of Florida, and two checks each in the amount of \$70.00 to cover the filing fees for both corporations.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Thank you for all of your assistance in this matter.

Very truly yours,

Linda M. Werner

Linda M. Werner
Legal Assistant

encls
0028374.01

FILED
98 AUG 20 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. SMITH AUG 24 1998

ARTICLES OF INCORPORATION

of

INCREDIBLE PRODUCTS OF FLORIDA, INC.

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Incredible Products of Florida and the mailing address of this corporation is 5770 Roosevelt Blvd., Suite 700, Clearwater, FL 33760.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one Hundred (100) Shares One Cent (\$.01) par value of common stock, which shall be designated as "Common Shares," having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

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TALLAHASSEE, FLORIDA

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than three directors.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

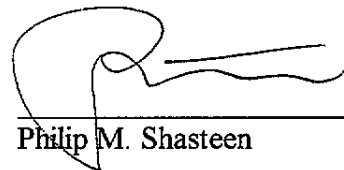
ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1998.


Philip M. Shasteen

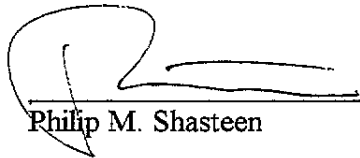
INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Incredible Products of Florida, Inc. desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.


Philip M. Shasteen

0028356.01

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TALLAHASSEE, FLORIDA