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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

VITA FOUNDATION, INC.

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December 31, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: VITA FOUNDATION, INC.
REF: W07000062453

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
FLORIDA NONPROFIT CORPORATION

Articles of incorporation of: **VITA FOUNDATION, INC.** The undersigned, desiring to form a Non-Profit Corporation under Chapter §617, Florida Statutes, the Non-Profit Corporation law of the State of Florida, do hereby certify:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be: **VITA FOUNDATION, INC.**

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for educational, charitable, and religious purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III
EFFECTIVE DATE AND DURATION

This corporation shall have perpetual existence beginning on:

Date of incorporation.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSE

The specific and primary purposes for which the corporation is formed are:

Exclusively for charitable, religious, educational, cultural, social, and athletic purposes more specifically as follows:

JORGE E. BLANCO, P.A.
1401 Ponce De Leon Blvd., #202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807

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a) To promote, encourage, develop, and protect the ecosystem and the earth's natural resources; to educate and enlist the community and other organizations to preserve, protect and restore the quality of the natural environment, to donate and plant greenery consisting of flowers, plants, and trees in the community, to reinforce and accentuate the need for preservation of the environment, and to foster, encourage and support educational and training endeavors on preservation and restoration of natural habitats.

b) To perform toy drives and to distribute toys to needy children and to afflicted pediatric hospital patients, and to assist other institutions such as schools, churches, clinics, hospitals or other community institutions in the provision of free toys to the infirm, the underprivileged and needy.

c) To undertake fund-raising activities in order to provide the planning, organization, structure, and implementation of programs to distribute and dole out free foodstuffs and meals to the homeless, indigent, infirm, underprivileged, and elderly persons within the community.

d) To do anything necessary and proper for the accomplishment of the purposes for which the corporation is created.

This corporation shall be organized and operated exclusively for the above stated purposes, and for other non-profit purposes and no part of any net earning shall inure to the benefit of any private member.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

a) **BOARD OF DIRECTORS-** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the Directors of the corporation shall be no more than twelve (12), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of member following the election of Directors and until the qualification of the successors in office. Annual meeting shall be held at 8400 N.W. 58th St., Miami,

Florida, on the first Monday of September of each year, at 3:00 P.M., or at such place and time as the Board of Directors may designate from time to time by resolution.

The names and addresses of such initial members of the Board of Directors are as follows:

TONY COCCHIOLA- 8400 N.W. 58th St., Miami, Florida, Miami, Florida

MICHELANGELO COCCHIOLA - 8400 N.W. 58th St. Miami, Florida

b) **CORPORATE OFFICERS.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect. Initially such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

ARTICLE VI

EARNING & ACTIVITIES OF CORPORATION

a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held by one person, the rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(a) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

ARTICLE IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

TONY COCCHIOLA - 8400 N.W. 58th St., Miami, Florida, Miami, Florida

33166-3302

MICHELANGELO COCCHIOLA - 8400 N.W. 58th St., Miami, Florida

33166-3302

ARTICLE X
AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by the following procedure set forth therefor in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the pursuance of the purposes outlined in paragraph IV and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereon, or to the benefit of any private individual.

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The address of the corporation's registered office shall be 8400 N.W. 58th St., Miami, Florida the name of its registered agent at said address is: TONY COCCHIOLA.

33166-3302

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Article of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in manner set forth in the Bylaws of this Corporation.

ARTICLE XIV
PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be: 8400 N.W. 58th St., Miami, Florida.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Article of Incorporation this 21 day of December, 2007.


TONY COCCHIOLA

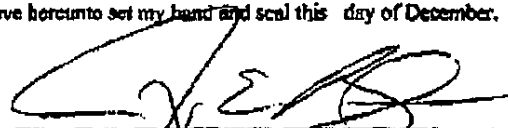

MICHELANGELO COCCHIOLA

STATE OF FLORIDA

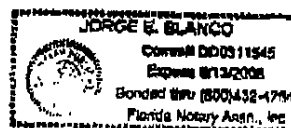
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared TONY COCCHIOLA and MICHELANGELO to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument, and is personally known to me or who provided his _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of December, 2007.


NOTARY PUBLIC, State of Florida at Large

My commission number:
My commission expires:



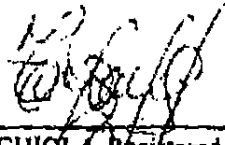
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 48.091 and Chapter 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.**

- a. The name of the Company is: **VITA FOUNDATION, INC.**
- b. The name and the Florida street address of the
registered agent and registered office are: **TONY
COCCHIOLA, 8400 N.W. 58th St., Miami, Florida. 33146-3302**

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.



TONY COCCHIOLA - Registered Agent

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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