

24 East 5th Street  
Suite 2E  
Tallahassee, Florida 32301

*Law Offices*  
**Carlos M. Rippes, Esq.**  
*Attorney-at-Law*

Telephone:  
(905) 887-0343  
Fax: 885-9196

P00000045916

May 5, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
ATTN: Mrs. Doris Brown

500003229955--9  
-04/28/00--01117--024  
\*\*\*\*122.50 \*\*\*\*\*78.75

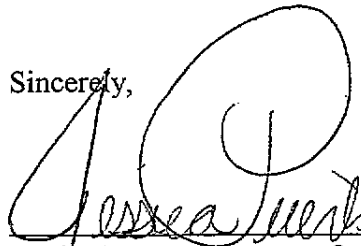
RE: VITA BOY'S CLUB INTERNATIONAL CORP.  
Reference No.: W00000011401

Dear Mrs. Brown:

Enclosed herewith please find my corrected Articles of Incorporation along with the enclosure and advisement letter, which was sent to our office on May 1, 2000.

Please expedite this matter at your earliest convenience. Thank you in advance.

Sincerely,

  
Jessica Puerto, Secretary for  
Carlos M. Rippes, Esq.

RECEIVED  
MAY - 9 AM 9:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

789, 2589, 625, 2550  
W00-11401

D. BROWN MAY - 9 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 1, 2000

CARLOS M. RIPPES, ESQ.  
24 EAST 5TH STREET  
SUITE 2E  
HIALEAH, FL 33010

SUBJECT: VITA BOY'S CLUB INTERNATIONAL CORP.  
Ref. Number: W00000011401

We have received your document for VITA BOY'S CLUB INTERNATIONAL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 400A00024054

ARTICLES OF INCORPORATION

OF

VITA BOY'S CLUB INTERNATIONAL CORP.

FILED  
00 MAY -9 AM 9:27  
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter states, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: VITA BOY'S INTERNATIONAL CLUB CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 2<sup>nd</sup> day of MAY 2000.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a. To purchase, sell, lease, operate, own hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wherever located, both tangible and

intangible and including chooses in action, either as owner, broker, agent or factor.

b. In the purchase of acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

c. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

#### ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares at no par value. Fifty-one (51) shares shall belong to Manuel Enrique Flores. The remaining thirty (49) shares will belong to Delcio Pereira. Carlos M. Rippes, Attorney for the corporation, shall be the depository of all the corporation shares for the book and seal.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office<sup>^</sup> of this corporation is: 4081 Laguna Street, Coral Gables, Florida 33146. The name of the initial registered agent of this corporation is Manuel Enrique Flores.

ARTICLE VIII

INITIAL BOARD OF DIRECTOR

This corporation shall have initially one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation until the first a President annual meeting of shareholders or until successors are elected and shall qualify are:

| <u>NAME</u>      | <u>ADDRESS</u>                                | <u>OFFICE</u>       |
|------------------|---|---------------------|
| MANUEL E. FLORES | 4081 Laguna Street<br>Coral Gables, Fl. 33146 | President/Treasurer |

DELCIO PEREIRA

5750 Collins Ave, Apt. 9-E  
Miami Beach, Florida 33140

Vice-President

YARA FERRON PEREIRA

5750 Collins Ave., Apt. 9-E  
Miami Beach, Florida 33140

Secretary

ARTICLE IX - INCORPORATOR

The name of the people signing these Articles are:

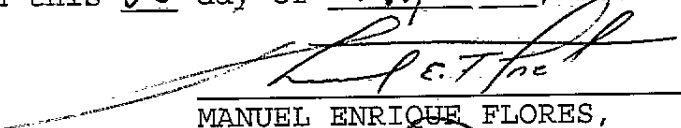
MANUEL ENRIQUE FLORES, DELCIO PEREIRA, and

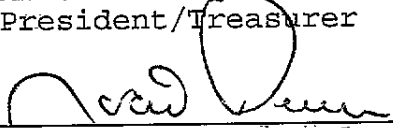
YARA FERRON PEREIRA

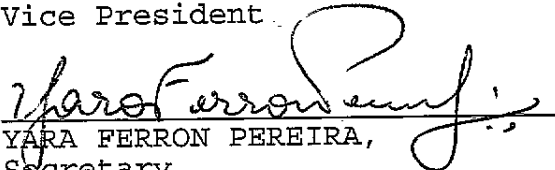
ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2<sup>nd</sup> day of MAY, 2000.

  
MANUEL ENRIQUE FLORES,  
President/Treasurer

  
DELCIO PEREIRA,  
Vice President

  
YARA FERRON PEREIRA,  
Secretary

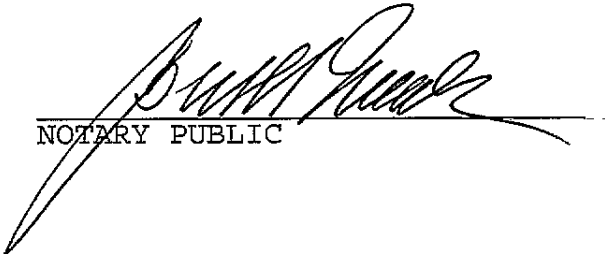
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing Articles of Incorporation was acknowledged before me this 2<sup>nd</sup> day of MAY, 2000 by MANUEL ENRIQUE FLORES, DELCIO PEREIRA and YARA FERRON PEREIRA who are personally known to me or who have produced PERSONALLY KNOWN as identification.



BENT H. KAABER  
My Comm Exp. 12/08/2000  
Bonded By Service Ins  
No. CC606132  
11 Personally Known 11 Other ID.

  
NOTARY PUBLIC

My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

The Persuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said Act:

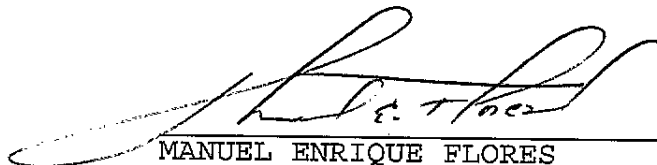
That: ORLEO CORP. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named:

MANUEL ENRIQUE FLORES

As its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above

State Corporation, at the place designated in the 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.



MANUEL ENRIQUE FLORES  
REGISTERED AGENT

FILED  
MAY -9 AM 9:27  
STATE  
OF FLORIDA