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TRANSMITTAL LETTER

FILED
00 NOV 13 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

600003461816--9
-11/13/00--01128--016
*****78.75 *****78.75

Subject: VITAL MANAGEMENT CORP

Enclosed is an original and One (1) copy of the
Articles of Incorporation and a check for:

70.00
Filing fee

78.75
Filing Fee
& Certificate

122.50
Filing Fee
& Cert. Copy

131.25
Filing Fee, Cert. Copy
and Certificate

FROM: _____

VICTOR H OCHOA
TAX & ACCOUNTING SERV.
30511 SW 149 AVE.
HOMESTEAD FL 33033
305 247 6603

ARTICLES OF INCORPORATION
OF
VITAL MEDICAL MANAGEMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, and under the guidelines and regulation of the Code of the Internal Revenue Service, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this Corporation shall be: VITAL MEDICAL MANAGEMENT CORP.
The principal place of business of this corporation shall be:
1701 NW 12nd Avenue Homestead, Florida 33030

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other State, Country, territory of nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, One (\$1.00) Dollar par value which should be named "Common Shares".

ARTICLE IV TERM OF EXISTENCE

The duration of this Corporation is perpetual, the date and time of commencement of the corporate existence is the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE V QUALIFICATION

The directors of this corporation shall constitute all persons hereinafter named as Incorporators and such other persons as from time to time hereafter may be approved by the Board of directors as provided in the By-Laws.

ARTICLE VI BOARD OF DIRECTORS

- a. The day to day affairs of the corporation shall be managed by the Board of Directors.
- b. The number of Directors constituting the initial Board of Directors of this corporation are: One, the number of Directors may be increased or decreased from time to time by the By-Laws, but never shall be less than One.
- d. The names and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

Kimberly Ochoa
1701 NW 12nd Avenue
Homestead, Florida 33030

President/Director

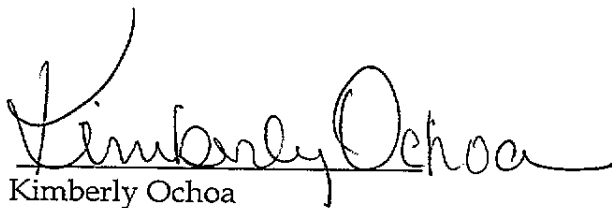
ARTICLE VII INCORPORATORS

The name and Street address of the incorporators to this articles of Incorporation are:

Kimberly Ochoa
1701 SW 12nd Avenue
Homestead, Florida 33030

Articles of Incorporation continue.....

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 13 day of November of 2000.

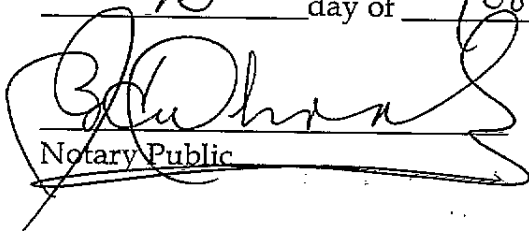

Kimberly Ochoa

STATE OF Florida

COUNTY OF Dade

THE FOREGOING instrument was acknowledged and sworn before me this

13 day of November of 2000.


Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

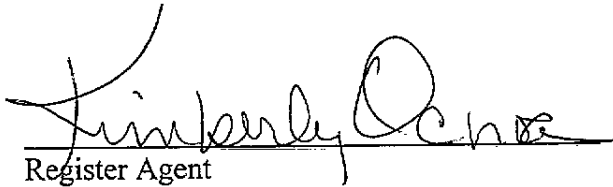
CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE STATE
SERVICE BY PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

The following is submitted in compliance with Chapter 48.091 Florida Statutes:

Benny's Marine Corp. A Corporation organized under the laws of the State of Florida with its principal office at 1701 NW 12nd Avenue Homestead, Florida 33030, has named Kimberly Ochoa, located at 1701 NW 12nd Avenue Homestead, Florida 33030, as its agent to accept service of process within this State.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE.


Register Agent