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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
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FLORIDA PROFIT CORPORATION OR P.A.

VITALCARE LATIN AMERICA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05/0
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 24 2001

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ARTICLES OF INCORPORATION
OF
VITALCARE LATIN AMERICA, INC.

ARTICLE I
NAME

The name of the corporation shall be:
VITALCARE LATIN AMERICA, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

15800 NW 13th Avenue
Miami, Florida 33169

ARTICLE III
DURATION

This corporation shall have perpetual existence.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of selling medical devices and supplies and any other lawful business in the state of Florida or any other part of Central America, South America and the Carribean.

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ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue Ten Thousand shares of One Dollar (\$1.00), par value common stock.

ARTICLE VI
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7951 S.W. 6th Street, Suite 100, Plantation, Florida 33324 and the name of the initial registered agent of this corporation at that address is RONALD P. GLANTZ, ESQUIRE, GLANTZ AND GLANTZ, P.A.

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ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles is:

RICK ADMANI ABULHAJ
15800 NW 13TH AVENUE
MIAMI, FLORIDA 33169

ARTICLE IX

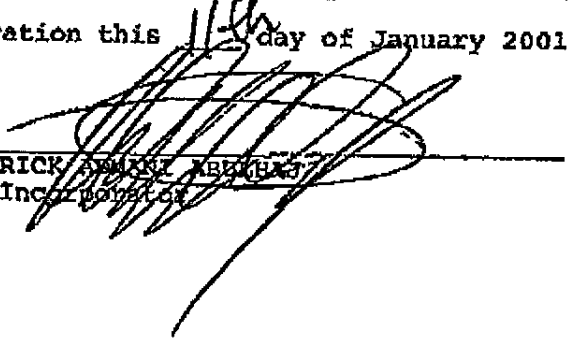
INDEMNIFICATION

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

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 incorporation has executed these Articles of Incorporation this 11th day of January 2001.



RICK ADMANI ABULHAJ
Incorporator

#01000010189

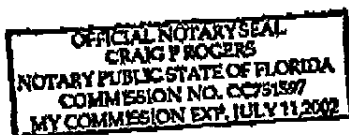
STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICK ADMANI ABULKARJ who produced a FL drivers license as identification and to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of January 2001.

Craig P. Rogers
NOTARY PUBLIC, State of Florida

My Commission Expires:
(SEAL)



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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

VITALCARE LATIN AMERICA, INC.

2. The name and address of the registered agent and office is:

RONALD P. GLANTZ, ESQUIRE
GLANTZ AND GLANTZ, P.A.
7951 SW 6TH STREET, SUITE 100
PLANTATION, FLORIDA 33324

SIGNATURE: _____

[Signature]
Corporate Officer

DATE: _____

1/24/01

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.

SIGNATURE: _____

12-11-01
RONALD P. GLANTZ, ESQUIRE

DATE: _____

1/23/01

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TALLAHASSEE, FLORIDA

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