

PO1000012904

TRANSMITTAL LETTER

EFFECTIVE DATE
01-31-2001

FILED

01 FEB -2 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-02/02/01--01103--007
*****78.75 *****78.75

SUBJECT:

Vita Power Inc

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Rebecca L. Scalese
Name (Printed or typed)

14298 NW 23 St.
Address

Pembroke Pines FL 33028
City, State & Zip

954-816-8574
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
VITA POWER, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is Vita Power, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 14298 N.W. 23rd Street, Pembroke Pines, Florida 33028.

ARTICLE III. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 14298 N.W. 23rd Street, Pembroke Pines, Florida 33028, and the name of the corporation's initial registered agent at that address is Anthony V. Scalese.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Anthony V. Scalese	14298 N.W. 23rd Street Pembroke Pines, FL 33028
Rebecca L. Scalese	14298 N.W. 23rd Street Pembroke Pines, FL 33028

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Rebecca L. Scalese	14298 N.W. 23rd Street Pembroke Pines, FL 33028

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in this Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE IV. EFFECTIVE DATE

The Effective Date of this corporation is January 31, 2001.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 30 day of January, 2001.


Rebecca L. Scalese

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Vita Power, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 14298 N.W. 23rd Street, Pembroke Pines, Florida 33028 has named Anthony V. Scalese as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Anthony V. Scalese
Registered Agent

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