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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE

FLORIDA PROFIT CORPORATION OR P.A.

VIDA LIFE INC.

Certificate of Status	0
Certified Copy	1
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P.2

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Certificate of Incorporation

of

Vida Life Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these ARTICLES OF INCORPORATION a natural person(s) competent to contract, form a corporation under the laws of the State of Florida.

Article One

The name and address of this business corporation shall be:

**Vida Life Inc.
8250 N.W. 27th Street Suite 309
Miami, FL 33122**

Article Two

The general nature of business or businesses to be transacted will be: The Research, Manufacturing and Distribution of Natural Health Products.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property indebtedness as required. To seek independent distributors or investors to promote in a franchise type structure our products. Furthermore:

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

Article Three

Terms of Existence

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.

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Article Four

Capital Stock

- A. **Designation:** The Stock of this corporation shall be known as common stock.
- B. **Authorized:** The maximum number of shares of common stock that this corporation may issue is: (10,000) SHARES
- C. **Par-Value:** Each share of common stock shall have a par value of : One (\$1.00) DOLLAR.
- D. **Considerations:** Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **Non-Assess ability:** Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. **Voting Rights:** Each Share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. **Dividends:** Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the board of Directors out of assets legally available for such purpose.
- H. **Liquidation:** Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.
- I. **Right of First Refusal:** In order to avoid for one of the original shareholders to sell to another and becoming majority. In the event that any one of the Stockholders wants to sell its shares, the Corporation will have the right to purchase them at their appraised value and divided them among the remainder stock holders in equal parts.

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Article Five

Minimum Capital

The amount of capital with which the corporation shall begin shall not be less than:
ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS

Article Six

Corporate Address

The initial Post Office address of the principal office of this corporation in the State of Florida is: **8250 N.W. 27 Street Suite 309 Miami, FL 33122**

Article Seven

Number of Directors

This corporation shall have four Directors initially, although the number of Directors may increase or diminish from time to time by the stockholders but shall never be less than one.

Article Eight

First Board of Directors

PRESIDENT/ SECRETARY/DIRECTOR:

Carlos E. Gomez

EXECUTIVE VICE-PRESIDENT / DIRECTOR

Isaac Carrasco

EXECUTIVE VICE-PRESIDENT / DIRECTOR

Pedro Lopez

TREASURER / DIRECTOR

Armando J. Hernandez

Article Nine

Subscribers Address

The name and address of the subscribers of these Articles of Incorporation are:

Carlos E. Gomez	8250 N.W. 27 Street Suite 309	Miami, FL 33122
Isaac Carrasco	8250 N.W. 27 Street Suite 309	Miami, FL 33122
Pedro Lopez	8250 N.W. 27 Street Suite 309	Miami, FL 33122
Armando J. Hernandez	8250 N.W. 27 Street Suite 309	Miami, FL 33122

Article Ten

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Amendment

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

Article Eleven

Resident Agent

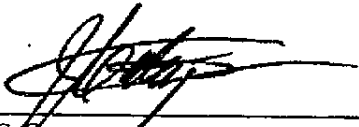
The Resident Agent of this corporation is:

Isaac Carrasco 8250 N.W. 27 Street Suite 309 Miami, FL 33122

The Corporation may change its resident agent and principal office any time.

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: September 13th, 2002



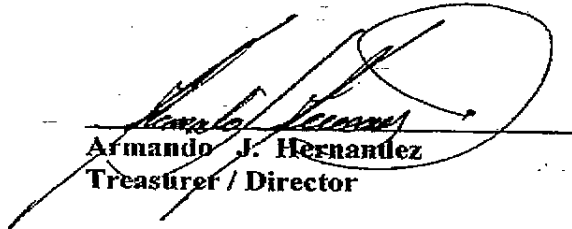
Carlos E. Gomez
President/Secretary /Director



Isaac Carrasco
Executive Vice-President/Director



Pedro Lopez
Executive Vice-President / Director



Armando J. Hernandez
Treasurer / Director

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

8250 N.W. 27 Street Suite 309 Miami, FL 33122

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

VIDA LIFE INC.

desiring to organized under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, as named:

ISAAC CARRASCO

8250 N.W. 27 Street Suite 309 Miami, FL 33122

as its agent to accept service of process within this state

Dated: September 13th, 2002



Carlos E. Gomez

President/Secretary/Director

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

Dated: September 13th, 2002



Isaac Carrasco, Registered Agent

STATE OF FLORIDA
TALLAHASSEE

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