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10/09/03--01035--017 \*\*78.75

EFFECTIVE DATE  
10-3-03

03 OCT -3 11:05:53

FILED



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Law Office of  
**Donald Christy Knapmeyer, PA**  
Donald C. Knapmeyer  
635 Cleveland Street  
Clearwater, FL 33755

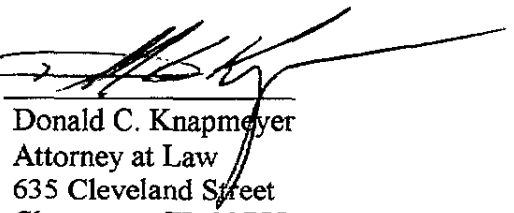
October 6, 2003

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

Enclosed is the original and one (1) copy of the articles of incorporation for Vitality Concepts, Inc. and a check for \$78.75 for filing the set of articles, which includes the filing fee and request a certificate for the corporation.

Please return the photocopy to me with the filing date stamped on it

From:



Donald C. Knapmeyer  
Attorney at Law  
635 Cleveland Street  
Clearwater, FL 33755  
(727) 446-7881

kb

enclosed: Articles of Incorporation  
enclosed: copy of Articles of Incorporation  
enclosed: check for \$78.75 for filing fees



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 14, 2003

DONALD C. KNAPMEYER  
635 CLEVELAND ST  
CLEARWATER, FL 33755

SUBJECT: VITALITY CONCEPTS, INC.  
Ref. Number: W03000029706

We have received your document for VITALITY CONCEPTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6884.

Shawn Logan  
Document Specialist  
New Filings Section

Letter Number: 303A00056036

**ARTICLES OF INCORPORATION  
FOR  
VITALITY CONCEPTS, INC.**

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These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and set forth that:

**ARTICLE I**

**Name**

The name of the corporation shall be: **VITALITY CONCEPTS, INC.** with its principal place of business shall be located at **800 Glenwood Avenue, Clearwater, Florida 33755.**

**ARTICLE II**

**Purpose**

EFFECTIVE DATE  
10-3-03

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III**

**Capital Stock**

The aggregate number of shares which this corporation has authority to issue shall be one thousand (1,000) shares of no par value common stock, all of which shall have the same rights and privileges. Each share of common stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors.

**ARTICLE IV**

**Registered Agent and Office**

The name of the initial registered agent of the Corporation is Donald C. Knapmeyer. The address of the initial registered office of the corporation is 635 Cleveland Street, Clearwater, Florida 33755.

Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meetings.

**ARTICLE V**

**Board of Directors**

There shall be a minimum of one (1) director and the exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided by the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of the President and such other officers and assistant officers as the Board of Directors may deem necessary and as may be required by statute. All such officers and assistant officers shall have such rank, tenure or office powers and duties as may be prescribed by the By-Laws and the directors by appropriate resolution.

The initial Board of Directors shall be: Jere N. Jarrett, 800 Glenwood Avenue, Clearwater, Florida 33755.

#### **ARTICLE VI** **Indemnification**

The corporation shall indemnify every person who is serving or has served as a director, officer, employee or agent of the corporation, or, at its request, of any other corporation, partnership, joint venture, trust, or other enterprise, in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such persons may be entitled.

#### **ARTICLE VII** **Commencement of Corporate Existence**

The Corporation shall commence corporate existence on the date of signing these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

#### **ARTICLE VIII** **Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the shareholders and/or Board of Directors.

#### **ARTICLE IX** **Amendment**

The Shareholder reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto.

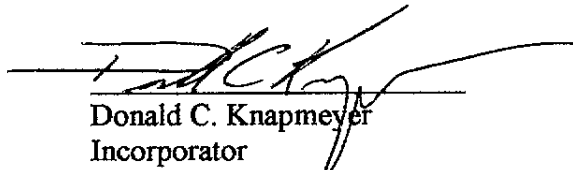
**ARTICLE X**  
**Headings and Captions**

The headings and captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**ARTICLE XI**  
**Incorporator**

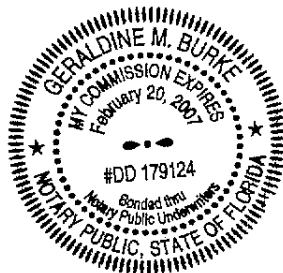
The name and address of the incorporator is Donald C. Knapmeyer, Esq. of 635 Cleveland Street, Clearwater, Florida 33755.

IN WITNESS WHEREOF, the undersigned incorporator hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true and hereby sets his name this 3<sup>rd</sup> day of October, 2003.

  
Donald C. Knapmeyer  
Incorporator  
635 Cleveland Street  
Clearwater, Florida 33755  
(727) 446-7881

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of October, 2003 by Mr. Donald C. Knapmeyer, who is personally known to me or has produced a Florida driver's license as identification that he did take an oath.



  
Notary Public

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

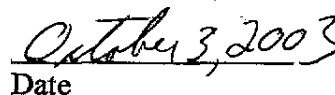
**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: VITALITY CONCEPTS, INC.
3. The name and address of the registered agent and office is:

Donald C. Knapmeyer  
635 Cleveland Street  
Clearwater, Florida 33755

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

  
Date

**DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314**

RECEIVED  
TALLAHASSEE, FLORIDA

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