

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
VITAL ELEMENT, INC.

Certificate of Status	0
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July 29, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: VITAL ELEMENT, INC.
REF: W13000042251

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is VITAL ELEMENT, INC. (F110000002441).

The release cannot be used when wanting to use the same name for a Florida corporation when the same principals already have the active foreign corporation on our records.

VITAL ELEMENT, INC. (F110000002441)

Please return 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) 245-6052.

Pamela Smith
Regulatory Specialist II

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P.O. BOX 6327 - Tallahassee, Florida 32314

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Vital Element, Inc.
8067 Bibiana Way, Suite 501
Fort Myers, FL 33912

July 25, 2013

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

Re: Consent To Use Of Name

Ladies and Gentlemen:

Vital Element, Inc., a corporation organized under the laws of the State of Michigan and registered in the State of Florida as a foreign corporation, hereby consents to use of the name "Vital Element, Inc." in the State of Florida by Vital Element, Inc. for use in a merger filing that will be submitted to the State within 3-4 business days.

VITAL ELEMENT, INC.

By: 

Gregory S. Johnson, President

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**ARTICLES OF INCORPORATION
OF
VITAL ELEMENT, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - Name

The name of the Corporation shall be Vital Element, Inc.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0902) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is Greg Johnson. The street address of the Corporation's registered office is 11205 Adora Court, Fort Myers, Florida 33912.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 11205 Adora Court, Fort Myers, Florida 33912.

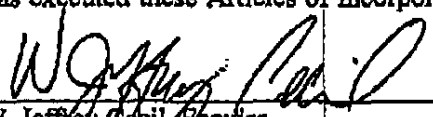
ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation is W. Jeffrey Ceall, Esquire, Porter, Wright, Morris & Arthur LLP, 9132 Strada Place, 3rd Floor, Naples, Florida 34108.

ARTICLE XI - Amendment

The 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 has executed these Articles of Incorporation this 27th day of July, 2013.


W. Jeffrey Ceall, Esquire
Porter, Wright, Morris & Arthur LLP
9132 Strada Place, 3rd Floor
Naples, Florida 34108

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Chapter 607.0501 of the 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 Vital Element, Inc.
2. The name and address of the registered agent and office are:

Greg Johnson
11205 Adora Court
Fort Myers, Florida 33912

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: July 25, 2013


Greg Johnson