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Address  
Tallahassee, Fl. 32301 (904) 656-8298  
City State Zip Phone

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CORPORATION(S) NAME

Vitalife 3000, Inc

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ARTICLES OF INCORPORATION

OF

VITALIFE 3000, INC.

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ARTICLE I - NAME

The name of the corporation is: VITALIFE 3000, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE 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 prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 251 Crandon Blvd. Suite 235, Key Biscayne, Florida 33149, with the privilege of having additional offices at other places within or without the State of Florida and within or without the United States of America.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 251 Crandon Blvd. Suite 235, Key Biscayne, Fl. 33149 and the name of the initial Registered Agent of this corporation at that address is: GRACIELA CODORNIU.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Director of this corporation are:

<u>Name</u>	<u>Address</u>
GRACIELA CODORNIU	251 CRANDON BLVD. SUITE 235 KEY BISCAYNE, FL. 33149

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
GRACIELA CODORNIU	251 CRANDON BLVD. SUITE 235 KEY BISCAYNE, FLORIDA 33149

ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at this time multiplied by the number of their shares or by distributing the votes on the same principal among any number of candidates.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22 day of FEBRUARY, 1995.

*Graciela Codorniu*  
\_\_\_\_\_  
GRACIELA ~~CODORNIU~~  
CODORNIU

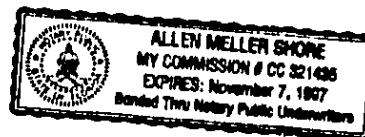
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgments in the County of Broward, State of Florida, personally appeared **GRACIELA CODORNIU**, to me well known and known to me to be the person who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

SWORN AND SUBSCRIBED to this 22ND day of FEBRUARY, 1995.

*Allen Meller Shore*  
\_\_\_\_\_  
Notary Public ALLEN MELLER SHORE



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

VITALIFE 3000, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of KEY BISCAYNE, State of Florida, has named GRACIELA CORDORNIU, located at 251 Crandon Blvd. Suite 235, Key Biscayne, Fl. 33149, as its agent to accept service of process within Florida.

Signature: ✓ Graciela E Codorniu  
GRACIELA ~~CODORNIA~~  
CODORNIU

Title: Incorporator

Date: FEBRUARY 22, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: ✓ Graciela E Codorniu  
GRACIELA ~~CODORNIA~~  
CODORNIU

Title: Registered Agent

Date: FEBRUARY 22, 1995

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