

P9500004/851

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 AM 10:47

AB 5/31/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<i>SHW</i>		CK No. _____
BY			

WALK-IN Will Pick Up 5-30 1:00

RE: Virilife Partners
Corporation

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () One Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 30 AM 10:47

ARTICLES OF INCORPORATION
OF
VIRILIFE PARTNERS CORPORATION

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: **VIRILIFE PARTNERS CORPORATION.**

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of managing and operating medical clinics, all related activities, and all things subsidiary, ancillary, and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock which shall be designated "Common Stock."

ARTICLE FIVE

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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The address of the Corporation's initial registered office, as well as its principal office and mailing address, is 3001 N. Rocky Point Drive, East, Suite 200, Tampa, FL 33607. The name of the initial registered agent of the Corporation located at its registered office is S. Craig DeLoach.

ARTICLE SEVEN

This corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

S. Craig DeLoach

3001 N. Rocky Point Drive, East
Suite 200
Tampa, FL 33607

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their successor is elected and has qualified are:

NAME and OFFICE

STREET ADDRESS

S. Craig DeLoach, President

3001 N. Rocky Point Dr., East
Suite 200
Tampa, FL 33607

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This 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.

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation is S. Craig DeLoach, 3001 N. Rocky Point Drive, East, Suite 200, Tampa, FL 33607.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 26th day of May, 1995.

S. Craig DeLoach
S. Craig DeLoach, Incorporator

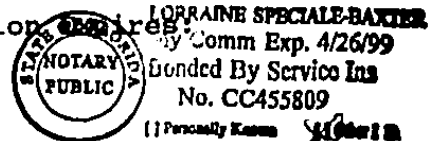
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were SWORN TO AND SUBSCRIBED before me this 26th day of May, 1995, by S. Craig DeLoach, who is personally known to me, or who produced Florida Driver's License as identification.

Lorraine Spivale-Baxter
Notary Public
Print Name: Lorraine Spivale-Baxter

My Commission Expires 4/26/99



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 AM 10:47

**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT**

OF

VIRILIFE PARTNERS CORPORATION

Pursuant to Section 607.325, of the General Corporation Act, the above-named Corporation, desiring to organize under the laws of the State of Florida, with its registered office at 3001 N. Rocky Point Drive, East, Suite 200, Tampa, FL 33607, has named S. Craig DeLoach at such address, as its agent to accept service of process within the state of Florida.

DATED THIS 26th day of may, 1995.

S. Craig DeLoach
S. Craig DeLoach, Incorporator

ACCEPTANCE OF DESIGNATION

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act.

DATED THIS 26th day of may, 1995.

S. Craig DeLoach
S. Craig DeLoach
(Registered Agent)