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TAMPA, FLORIDA
ORLANDO, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN

January 29, 1996

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****122.50 ****122.50

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

Re: AMERI-VITE, INC. ("Ameri-Vite")

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50.</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Cathy M. Scott

Cathy M. Scott
Legal Assistant to
Mark Nussbaum

CMS/md

Encl.: Check

Articles (*in duplicate*)

cc: James C. Cole, M.D. (*w/encl.*)

Mark Nussbaum, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 31 1996
PM 3:49
1/29/96

ARTICLES OF INCORPORATION
OF
AMERI-VITE, INC.

ARTICLE I - NAME

The name of this corporation is AMERI-VITE, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

1081 Ocean Drive
Juno Beach, Florida 33408

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

FILED
FEB 17 1963
CLERK OF THE COURT
JUNO BEACH, FLORIDA

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

James C. Cole, M.D.
1081 Ocean Drive
Juno Beach, Florida 33408

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

James C. Cole, M.D.
1081 Ocean Drive
Juno Beach, Florida 33408

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

NAME

James C. Cole, M.D.

ADDRESS

1081 Ocean Drive
Juno Beach, Florida 33408

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1 day of February, 1996.

James C. Cole, M.D.
James C. Cole, M.D.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT
IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF
HIS DUTIES.

Dated this 1st day of February, 1996.

James C. Cole, M.D.
James C. Cole, M.D.

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