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Attorney at Law

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144 Avenida Messina
Tallahassee, Florida 32302
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January 29, 1996

VIA UPS

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

200001719312
-02/20/96--01081--014
*****70.00 *****70.00

RE: PRO-VIT INTERNATIONAL, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and ONE (1) copy of the Articles of Incorporation for PRO-VIT INTERNATIONAL, INC., and a check in the amount of \$70.00 payable to The Florida Department of State for the following:


Filing Fee for Articles of Incorporation, F.S.	\$35.00
Filing Fee for Resident Agent F.S.	\$35.00

TOTAL: \$70.00

Please return a certified copy of the Certificate of Incorporation to this office.

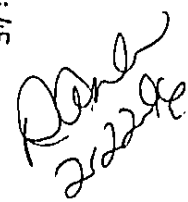
Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By: 
Stephen F. Voigt, Esq.

SFV/mss
Enclosures

FILED
96 FEB 20 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
PRO-VIT INTERNATIONAL, INC.

FILED
96 FEB 20 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PRO-VIT INTERNATIONAL, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 7810 S. GATOR CREEK BLVD., SARASOTA, FLORIDA 34241.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered office of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR


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

RAY BUTLER
7801 S. GATOR CREEK BLVD.
SARASOTA, FLORIDA 34241

ARTICLE IX - AMENDMENT

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

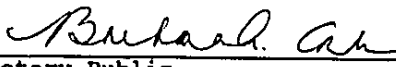
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of February, 1996.


RAY BUTLER

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 10th day of February, 1996 by **RAY BUTLER**, who is personally known to me or who has produced DRIVER'S LICENSE as identification and who did take an oath.


MY COMMISSION EXPIRES: 12-19-97


Notary Public
BARBARA A. COOK
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

BY: 
Stephen F. Voigt, Pres

FILED
96 FEB 20 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000016544

August 3, 1997

Supervisor
Division of Corporations
Annual Reports Section
P.O. Box 1500
Tallahassee, FL 32302-1500

100002293941--6
-09/16/97--01015--029
*****35.00 *****35.00

Dear Supervisor:

I received your notice of failure to file a annual report for Pro-Vit International, Inc. an error was made in setting up the corporation which was to be a sub chapter S not a C corporation. Another problem is that the Pro-Vit never became an active corporation as the planned business never developed. An additional problem is that my regular business failed and I was forced to declare Chapter 7 bankruptcy, both personal and business. My home is currently being foreclosed on and I am unemployed.

What is your recommendation on handling this Pro-Vit situation? Obviously I have used it, I have no use for it nor can I afford it. Thank you for your advise.

Best regards,

Ray Butler
Ray Butler

attachment

cc: file

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP -5 AM 10:30

APPROVED
AND
FILED

OM
P96000016544
2 PD
FL Diss
9-5-97

Ray Butler
7801 South Gator Creek Blvd.

Sarasota, FL 34241

697A00045370

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: PRO-VIT International, Inc.

SECOND: The date dissolution was authorized: 8/30/97

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

Raymond B. Butler
(voting group)

Signed this 30 day of August, 19 97.

Signature Raymond B. Butler
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Raymond B. Butler
(Typed or printed name)

President
(Title)

97 SEP -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED