

LAW OFFICES

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PAUL B. STEINBERG (FLA. & D.C.)  
ROBERT D. SLEWETT (FLA.)  
ROBERT H. YAFFE (FLA.)  
MORRIS L. STEINBERG (N.Y.)

\* PLEASE REPLY TO OUR  
MIAMI BEACH OFFICE

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FILED

96 FEB 28 PM 1:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 27, 1996

VIA FEDERAL EXPRESS  
(Airbill No. 8864335583)

Secretary of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, Florida 32399

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02/28/96 5:01 PM - OUT  
\*\*\*122.50 \*\*\*122.50

RE: VITAL FORCE, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of VITAL FORCE, INC., duly executed by the Incorporator and Registered Agent thereof. Also enclosed is a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for filing these Articles of Incorporation.

Please return in the enclosed prepared Federal Express mailer.

Should you have any questions, please contact the undersigned.

Very truly yours,

  
ROBERT D. SLEWETT  
For the firm

RDS/mc  
enc.

NEW YORK OFFICE  
574 FIFTH AVENUE  
2ND FLOOR  
NEW YORK, N.Y. 10036  
(212) 391-2080

31-96  
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**ARTICLES OF INCORPORATION  
OF  
VITAL FORCE, INC.**

**FILED**  
96 FEB 28 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**VITAL FORCE, INC.**

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV. PRINCIPAL PLACE OF BUSINESS**

The street address of the initial principal place of business of the corporation shall be 545 Oaks Lane, Suite 202, Pompano Beach, Florida 33069, or such other location as the Board of Directors may designate.

**ARTICLE V. TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VI. 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 as provided in the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is: Stephen Lettick, whose post office address is 545 Oaks Lane, Suite 202, Pompano Beach, Florida 33069.

**ARTICLE VII. SUBSCRIBER**

The name and street address of the subscriber of this corporation is:

Stephen Lettick  
545 Oaks Lane  
Suite 202  
Pompano Beach, Florida 33069

**ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 545 Oaks Lane, Suite 202, Pompano Beach, Florida 33069, and the name of the initial registered agent of this corporation at that address is STEPHEN LETTICK.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this

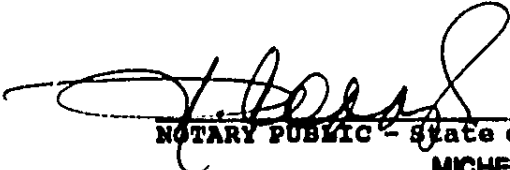
27 day of February, 1996.

  
STEPHEN LETTICK  
Subscriber

STATE OF FLORIDA    )  
                          ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared  
STEPHEN LETTICK, known to me to be the person who executed the  
foregoing Articles of Incorporation, and he acknowledged before me  
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal in the County and State aforesaid this 27 day of  
February, 1996.

  
NOTARY PUBLIC - State of Florida  
MICHELLE L. COFFEY



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the foregoing appointment as registered agent for VITAL FORCE, INC. and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 22 day of February 1996.

  
STEPHEN LETTICH  
Registered Agent