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96 JUN 10 AM 9:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NATIONAL VASCULAR CLINICS
Requestor's Name

190 PURCHASE LANE, # 211
Address

POCOA BEACH, FL 32931
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Male Potency Corporation of Orlando, Inc.
(Corporation Name) (Document #)

700001857107
-06/11/96-01004-004
*****122.50 *****122.50

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

RT
6/12/96

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ARTICLES OF INCORPORATION
FOR

96 JUN 10 AM 8:32

Male Potency Corporation of Orlando, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **Male Potency Corporation of Orlando, Inc.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and State of Florida.
4. **Capital Stock.** The corporation is authorized to issue ten million (10,000,000) shares, all of voting Common Stock having no par value per share.
5. **Initial Registered Office and Agent and the Principle Office.** The name and address of the initial registered agent and office and the principle office of this corporation is as follows:

J. Michael Suterland
190 Pinellas Lane, Suite 211
Cocoa Beach, FL 32931

6. **Initial Board of Directors.** This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

J. Michael Suterland
190 Pinellas Lane, Suite 211
Cocoa Beach, FL 32931

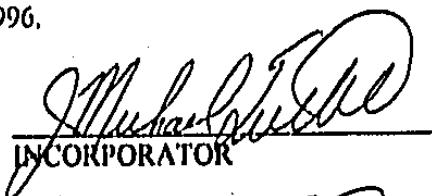
Kimberly Suterland
190 Pinellas Lane, Suite 211
Cocoa Beach, FL 32931

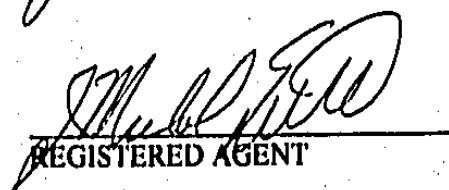
Daniel B. Hammond
1381 Pineapple Ave.
Melbourne, FL 32935

7. **Incorporators.** The name and address of the Incorporator signing these Articles of Incorporation is:

J. Michael Sutherland
190 Pinellas Lane, Suite 211
Coconut Beach, FL 32931
8. **Amendment of Articles.** 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.
9. **Cumulative Voting.** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided, however, that notice shall be given by any shareholder to the Chief Executive Officer or President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.
10. **Pre-Emptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.
11. **Indemnification of Directors and Officers and Employees.** This corporation shall indemnify its directors, officers, and employees for damages arising from actions taken in good faith, and in a manner reasonably believed to be in the best interests of the corporation, and they had no reason to believe that their conduct was unlawful.
12. **Amendment of Articles.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a sixty-seven percent (67%) vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this Twenty-Ninth day of January, 1996.


INCORPORATOR


REGISTERED AGENT

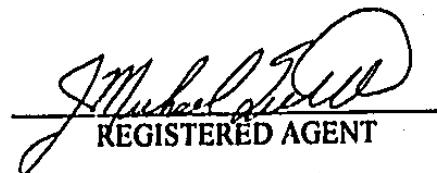
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CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS 96 JUN 10 AM 8:33
MAY BE SERVED AND THE PLACE OF BUSINESS OR **SECRETARY OF STATE**
DOMICILE FOR THE SERVICE OF PROCESS WITHIN **TALLAHASSEE, FLORIDA**
THE STATE OF FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

Male Potency Corporation of Orlando, Inc. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 190 Pinellas Lane, Suite 211, Cocoa Beach, Florida and, County of Brevard, State of Florida, has named J. Michael Sutherland as its registered agent to accept service of process within this state.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505



REGISTERED AGENT