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FROM: THE KITT COMPANY  
1402 W. PARKER ST  
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MIAMI FL 33136-  
CONTACT: RAY STORMONT  
PHONE: (305) 841-3094  
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(((H96000010309)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: VITAHERRIS, INC.  
FAX AUDIT NUMBER: H96000010309  
DATE REQUESTED: 07/25/1996  
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DIVISION OF CORPORATIONS

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P.12/26

EMPIRE CORPORATE KIT

JUL-25-1996 12:24

H96000010309

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**ARTICLES OF INCORPORATION  
OF**

**Vitaherbs, Inc.**

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 this corporation is: Vitaherbs, Inc.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be: to engage in and carry on any activity or business permitted under the laws of the United States and the State of Florida, and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, and in any part of the world.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock at One Dollar (\$1.00) par value each, which shares shall be designated "Common Shares".

Document prepared by:  
Robert M. Kahn, Esq. - Florida Bar #267791  
Kahn & Gutter  
8211 West Broward Blvd. - PH-4  
Plantation, FL 33324  
(954) 475-8880

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**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V**

**AMOUNT OF CAPITAL**

The amount of capital with which this corporation will begin business is not less than Five Hundred and No/100 Dollars (\$500.00).

**ARTICLE VI**

**ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is:

Vitaherbs, Inc.  
8211 West Broward Boulevard  
Penthouse 4  
Plantation, FL 33324

The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States.

**ARTICLE VII**

**DIRECTORS**

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 adopted by the stockholders without the necessity of formal amendment hereof, but shall never be less than one (1).

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**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and has qualified, is:

Alan M. Lazar, M.D.  
8211 West Broward Blvd.  
Penthouse 4  
Plantation, FL 33324

**ARTICLE IX**

**SUBSCRIBERS**

The name and post office address of the subscriber of these Articles of Incorporation and the number of shares he agree to take are:

Alan M. Lazar, M.D. - 7,500 shares  
8211 West Broward Blvd.  
Penthouse 4  
Plantation, FL 33324

**ARTICLE X**

**OFFICERS**

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have duly qualified, are as follows:

Alan M. Lazar, M.D. - President  
8211 West Broward Blvd.  
Penthouse 4  
Plantation, FL 33324

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**ARTICLE XI**

**AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and a majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, in which event these Articles of Incorporation may be amended in such manner.

**ARTICLE XII**

**REGISTERED AGENT**

The name and address of the initial Registered Agent of the corporation who shall accept service of process within this State on behalf of the corporation is as follows:

<b>NAME</b>	<b>ADDRESS</b>
ROBERT M. KAHN, ESQ.	KAHN & GUTTER Paine Webber Plaza, Penthouse 4 8211 West Broward Boulevard Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has set his hand and seal this 24th day of July, 1996.

ALAN M. LAZAR

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**ACCEPTANCE OF REGISTERED AGENT**

I hereby acknowledge acceptance of the appointment  
Registered Agent upon whom service of process may be made in the State of Florida

Robert M. Kahn

ROBERT M. KAHN, Esq.

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this  
24<sup>th</sup> day of July, 1996, by Alan M. Lagan  
who is personally known to me and who did take an  
oath.



CAROL ANN LAGOMAZINI  
My Commission Expires  
Expires Dec. 25, 1999

Carol Ann Lagomazini (SEAL)  
Notary Public, State of Florida  
Name: CAROL ANN LAGOMAZINI  
Commission number: 12/25/99  
My Commission expires: 12/25/99

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this  
24<sup>th</sup> day of July, 1996, by Robert M. Kahn  
who is personally known to me and who did take an  
oath.



CAROL ANN LAGOMAZINI  
My Commission Expires  
Expires Dec. 25, 1999

Carol Ann Lagomazini (SEAL)  
Notary Public, State of Florida  
Name: CAROL ANN LAGOMAZINI  
Commission number: 12/25/99  
My Commission expires: 12/25/99

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96 JUL 25 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000062455

OCT 30-1996

EMPIRE CORPORATE KIT

P.02

10/29/96

FLORIDA DIVISION OF CORPORATIONS  
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((H96000015230 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VITAHERRS, INC.

AUDIT NUMBER.....H96000015230

DOC TYPE.....BASIC AMENDMENT

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TALLAHASSEE, FLORIDA

*W96-23012*

OCT 30-1996 09122

EMPIRE CORPORATE KIT

P.01/04



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Northam**  
Secretary of State

October 29, 1996

VITANERBS, INC.  
8211 WEST BROWARD BOULEVARD  
PENTHOUSE 4  
PLANTATION, FL 33324

SUBJECT: VITANERBS, INC.  
REF: P96000062455

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Linda Stitt  
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OCT-30-1996 09:23

EMPIRE CORPORATE KIT

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P.03/84

96 OCT 30 PM 12:31

(2)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
~~ARTICLES OF AMENDMENT~~

H96000015230

OF

~~VITAMERBS, INC.~~ P96000062455

The undersigned officer of VITAMERBS, INC. hereby executes these Articles of Amendment under the laws of the State of Florida.

1. The name of this corporation is VITAMERBS, INC.
2. The amendment adopted is a revision of Article I of the Articles of Incorporation so that same shall read as follows:  
"The name of this corporation shall be Alternecare Health Products, Inc."
3. The above amendment was adopted by the shareholders on October 18, 1996.

VITAMERBS, INC.

BY:

Dr. Alan M. Lazar  
President

STATE OF FLORIDA )  
COUNTY OF BROWARD ) SS:

The foregoing instrument was acknowledged before me this 18th day of October, 1996, by Alan M. Lazar, President of VITAMERBS, INC., who is personally known to me and who did take an oath.

My Commission Expires:

NOTARY PUBLIC:

*Carol Ann Lagoni*  
Print Name: CAROL ANN LAGONI  
State of Florida at Large



CAROL ANN LAGONI  
My Commission Expires  
Expires Dec. 25, 1999

PREPARED BY:  
Robert M. Kahn, Esq.  
Kahn & Gutter  
8211 W. Broward Blvd.  
Penthouse 4  
Plantation, FL 33324  
Florida Bar Number 267791  
305/475-8880

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**CORPORATE ACTION OF VITAMERES, INC.  
IN LIEU OF FORMAL MEETING**

The sole business directors and shareholders of VITAMERES, INC. (hereinafter the "corporation") have hereby agreed to the following:

1. The undersigned hereby determine that the corporation shall change its name to Alternecare Health Products, Inc. and that the corporation shall amend its Articles accordingly.

2. The corporation shall cause to be filed with the Secretary of State, State of Florida, Division of Corporations, Articles of Amendment implementing the foregoing change.

Dated: October 18, 1996

VITAMERES, INC.

BY: 

Dr. Alan M. Lazar  
President/Director/  
Shareholder

VITAMERES, INC.

BY: 

Barbara Lazar  
Vice President/Secretary/  
Treasurer/Shareholder

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