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LAW OFFICES OF
MICHAEL SCHIFFRIN & ASSOCIATES, P.A.
SUITE 1400 SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 539-0000
TELECOPIER (305) 371-8934
(305) 372-3870

November 14, 1996

FILED
96 NOV 19 PM 1:02
TALLAHASSEE, FL
ASSOCIATED OFFICE:
B'KELNEK Y ASOCIADOS, S.C.
RIO DANUBIO No. 60, 5º PISO
COLONIA CUAUTEMOC, C.P. 06500
MEXICO, D.F. (MEXICO CITY)
TELEPHONE: (5) 511-11-83
TELECOPIER (5) 533-50-74

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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Re: Natural Vitality Corporation of America, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent with regard to **Natural Vitality Corporation of America, Inc.**, along with our check in the amount of \$122.50 representing your fee for incorporating same. Please be so kind as to return the certificate of incorporation to the undersigned in the enclosed stamped, self-addressed envelope provided for your convenience.

Please note that two of the directors in the enclosed corporation are the directors in the corporation known as "Natural Vitality, Inc."

Of course, if you should have any questions or need anything further, please advise immediately.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

NOV 21 1996

ARTICLES OF INCORPORATION
OF
NATURAL VITALITY CORPORATION OF AMERICA, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation shall be:

NATURAL VITALITY CORPORATION OF AMERICA, INC.

and its principal office shall be located at:

7210 Northwest 77th Street
Medley, Florida 33166

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TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jerry Rosenbaum	5901 Southwest 94th Street Miami, Florida 33156
George Suarez	740 North Greenway Coral Gables, Florida 33134
Eduardo Blasser	7210 Northwest 77th Street Medley, Florida 33166

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Michael Schifftrin	Suite 1400 - SunTrust International Centre One Southeast Third Avenue Miami, Florida 33131

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

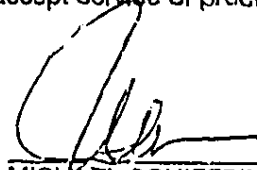
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

PURSUANT to Chapters 48.091 and 607, Florida Statutes, **NATURAL VITALITY CORPORATION OF AMERICA, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its principal offices as indicated therein located at 7210 Northwest 77th Street, Medley, Florida 33136, has named **MICHAEL SCHIFFRIN, ESQUIRE**, whose address is Suite 1400 - SunTrust International Centre, One Southeast Third Avenue, Miami, Florida 33131, as its Registered Agent to accept service of process within this State.



MICHAEL SCHIFFRIN, Incorporator

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



MICHAEL SCHIFFRIN, ESQ.
Michael Schiffrin & Associates, P.A.
Suite 1400 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131
Telephone: (305) 539-0000
Telecopier: (305) 371-6934

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96 NOV 18 PM 7:03
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1997

NATURAL VITALITY CORPORATION OF AMERICA, INC.
5901 SW 94 ST
MIAMI, FL 33156 US

SUBJECT: NATURAL VITALITY CORPORATION OF AMERICA, INC.
Ref. Number: P96000095140

Debit Memo #: 4097-B

This is to inform you that check #010 in the amount of \$165.00 submitted with the annual report for NATURAL VITALITY CORPORATION OF AMERICA, INC. has been returned by your bank because of PAYMENT STOPPED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after June 1, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 197A00016252

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for NATURAL VITALITY CORPORATION OF AMERICA, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of June 26, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000095140.

P96000095140

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-sixth day of June, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State