12/17/96

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: 1ST ACCOUNTING GROUP, INC.

ACCT#: 072100000416

CONTACT: MANUEL R DEL VALLE PHONE: (305)477-2234

FAX #: (305)477-4177

NAME: REVITALEX, INC. AUDIT NUMBER..... H96000017672

DGC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...O

PAGES..... 5

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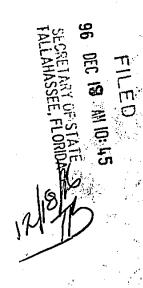
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12/18/96 09:32 Fl. Dept. of State p2 /6

DEC 17 '96 15:08 1ST ACCOUNTING GROUP

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ARTICLES OF INCORPORATION

OF

REVITALEX, INC.

ARTICLE I -Name

The name of this corporation is Revitalex, Inc.

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III- Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is

1600 So. Bayshore Ln., Apt. 7C, Miami, FL 33133

and the name of the initial registered agent of this corporation at that address is Christopher H. Mallis.

H96000017672

12/18/96 09:32 F1. Dept. of State p3 /6

DEC 17 '96 15:08 1ST ACCOUNTING GROUP

H96000017672

ARTICLE VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Christopher H. Mallis 1600 So. Bayshore Ln., Apt. 7C Miami, FL 33133

Ana M. Avila 999 So. Bayshore Dr., Apt. 1905 Miami, FL 33131

Elisa Mallis 230 East 44th St., Apt. 2F New York, NY 10017

All of the said directors are of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT:

Christopher H. Mallis

1600 So. Bayshore Ln., Apt. 7C

Miami, FL 33133

VICE PRESIDENT:

Ana M. Avila

999 So. Bayshore Dr., Apt. 1905

Miami, FL 33131

TREASURER:

Elisa Mallis

230 East 44th St., Apt. 2F New York, NY 10017

SECRETARY:

Elisa Mallis

230 East 44th St., Apt. 2F New York, NY 10017 12/18/96 09:33 Fl. Dept. of State p4 /6

DEC 17 '96 15:09 1ST ACCOUNTING GROUP

P.4/6 H96000017672

ARTICLE VIII- Incorporator

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

Christopher H. Mallis 1600 So. Bayahore Ln., Apt. 7C Miami, FL 33133

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARE
Christopher H. Mallis	1600 So. Bayshore Ln., Apt. 7C	500 Shares
	Miami, FL 33133	\$500.00
	and the property of the control of t	

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

12/18/98 09:33 Fl. Dept. of State p5 /6

DEC 17 '96 15:09 1ST ACCOUNTING GROUP

P.5/6

H96000017672

ARTICLE XI - Amendment

These 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 all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

P.O. Box 45-0086 Miami, FL 33245-0086 904-922-3709

12/18/98 09:33 Fl. Dept. of State p8 /8

DEC 17 '96 15:10 1ST ACCOUNTING GROUP

P.6/6 E96000017672

ARTICLE XIII - Register Agent Acceptance

Having been name as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of December 1996.

INCORPORATOR

DEGISTEDED AGENT