

997000013945

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
97 FEB 12 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-3349  
615  
AL FEB 12 1997

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY PAF \_\_\_\_\_

WALK-IN  
Will Pick Up 2/11/97 1100

RE: Vi-Da Laboratory  
U.S.A. - FL

|                             | C.C. FEE. | DISBURSED |
|-----------------------------|-----------|-----------|
| Capital Express™            |           |           |
| Art. of Inc. File           |           |           |
| Corp. Record Search         |           |           |
| Ltd. Partnership File       |           |           |
| Foreign Corp. File          |           |           |
| ( <del>FCR</del> ) Copy(s)  |           |           |
| Art. of Amend. File         |           |           |
| Dissolution/Withdrawal      |           |           |
| C U S-                      |           |           |
| Fictitious Name File        |           |           |
| Name Reservation            |           |           |
| Annual Report/Reinstatement | ***70.00  | ***70.00  |
| Reg. Agent Service          |           |           |
| Document Filing             |           |           |
| Corporate Kit               |           |           |
| Vehicle Search              |           |           |
| Driving Record              |           |           |
| Document Retrieval          |           |           |
| UCC 1 or 3 File             |           |           |
| UCC 11 Search               |           |           |
| UCC 11 Retrieval            |           |           |
| File No.'s, _____ Copies    |           |           |
| Courier Service             |           |           |
| Shipping/Handling           |           |           |
| Phone ( )                   |           |           |
| Top Priority                |           |           |
| Express Mail Prep.          |           |           |
| FAX ( ) pgs.                |           |           |

**SUBTOTALS**

|                                |    |
|--------------------------------|----|
| FEE.....                       |    |
| DISBURSED.....                 |    |
| SURCHARGE.....                 |    |
| TAX on corporate supplies..... |    |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 16% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 11, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL 32301

SUBJECT: VI-DA LABORATORY, U.S.A. INC.  
Ref. Number: W97000003349

*Corrected*

We have received your document for VI-DA LABORATORY, U.S.A. INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

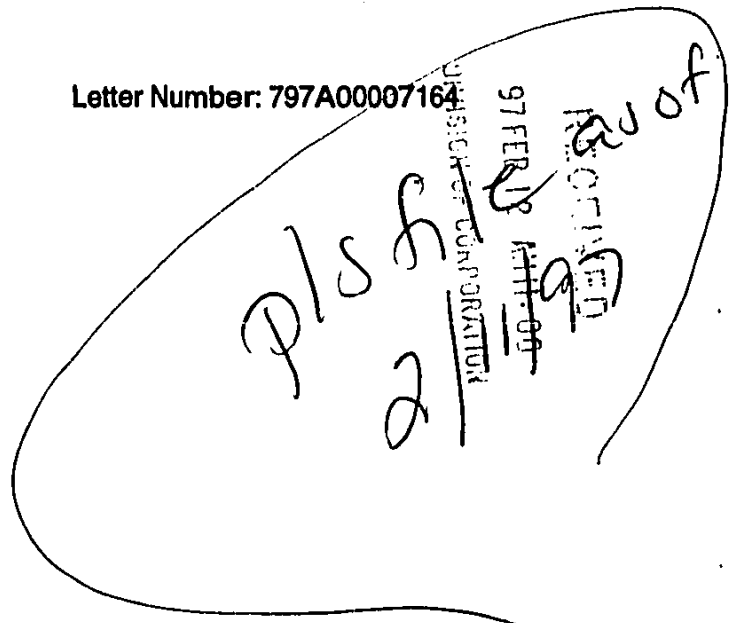
The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 797A00007164



ARTICLES OF INCORPORATION

of

VI-DA LABORATORY, U.S.A. INC.

P.O.# 2406

JACKSONVILLE, FLORIDA 32203

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

FILED

97 FEB 12 PM 4:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is: VI-DA LABORATORY, U.S.A. INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

CHEMICAL BLENDER & MFG.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

---300,000--- THREE HUNDRED THOUSAND

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is

----\$3,000--- THREE THOUSAND DOLLARS

### ARTICLE V. TERM

This corporation shall have perpetual existence.

### ARTICLE VI. ADDRESS

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

1100 KINGS RD.

JACKSONVILLE, FLORIDA 32203

The Board of Directors may from time to time move the office to any other place in Florida.

### ARTICLE VII. DIRECTORS

This corporation shall have --ONE----- directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

## ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the subscribers of these articles of incorporation are:

VICTOR N. YEAGER  
PO# 2406  
JACKSONVILLE FLA 32203

## ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

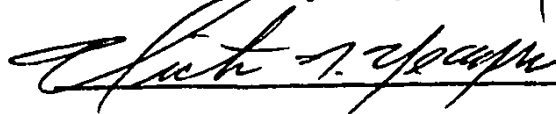
## ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

## ARTICLE XII. 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 FIFTY ONE PERCENT 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.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 10<sup>th</sup> day of February 1957.

 (SEAL)

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DUVAL     )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared VICTOR N. VIAGER

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they

ARTICLES OF INCORPORATION  
OF

FILED

97 FEB 12 PM 4:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

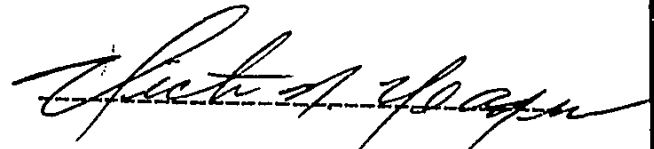
ACCEPTANCE OF REGISTERED AGENT

The undersigned, VICTOR N. YEAGER  
the designation as resident agent of VI-DA LABORATORY- USA , INC, hereby accepts  
corporation and agrees to maintain office as required by Law and  
accept service or process and other legal notices that are required to be  
served or may be sent to the corporation at the registered office of the  
corporation, which is as follows:

1914 BEACHWAY RD. SUITE 2F  
JACKSONVILLE FLORIDA 32207

I hereby am familiar with and accept the duties and responsibilities  
as registered agent for VI-DA LABORATORY-USA INC, which is the corporation estab-  
lished by these articles of incorporation pursuant to the rules and regulations  
concerning corporations as established by Statutes of the State of Florida.

DATED this 11 day of FEB. 1997 , A.D.



WITNESS my hand and official seal in the County of \_\_\_\_\_ and the State of  
Florida, this \_\_\_\_\_ day of \_\_\_\_\_, A.D.

-----