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FLORIDA DIVISION OF CORPORATIONS
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FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: ~~CHRISTOPHER ROBERTSON~~ *Brian Farley*
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: VITAL HEALTH CARE INC.
AUDIT NUMBER.....H97000007086
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: VITAL HEALTH CARE INC.
REF: W97000010251

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE
4-30-97

The name of this Florida corporation is:
Vital Health Care Inc.

Article II. Address

The mailing address of the Corporation is:
Vital Health Care Inc.
7657 Lake Worth Road
Lake Worth FL 33467

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
CDPC Management Inc.
7657 Lake Worth Road
Lake Worth FL 33467

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

- Paul A. Copenhaver
- Cynthia Donahue
- Luis Carrazana
- Carlos Carrazana

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 5,000,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 30, 1997

The undersigned incorporator executed these Articles of Incorporation on April 30, 1997



CORPORATE CREATIONS INTERNATIONAL INC.
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


Vital Health Care Inc.

REGISTERED AGENT/OFFICE:

**CDPC Management Inc.
7657 Lake Worth Road
Lake Worth FL 33467**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CDPC Management Inc.
Paul A. Copenhaver, President**

Date: April 30, 1997

**Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0888**

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