

P97000046671

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 Lejeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher
Tanya L. Bower

Telephone: 305/448-3900
Facsimile: 305/446-9206

OF COUNSEL
Martin E. Segal, P.A.

May 5, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

600002869206--3
-05/10/99-01086-009
*****43.75 *****43.75

Re: VITATECH, INC. Doc. # P97000046671
Our File No. 4208-9

FILED
99 MAY 10 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

On behalf of the above referenced corporation, I enclose herewith an original and one (1) copy of the executed and notarized First Amendment to the Articles of Incorporation of VitaTech, Inc., together with my firm check in the amount of \$43.75.

Please cause the original copy of the First Amendment to the Articles of Incorporation to be filed among the corporate records of the State of Florida to change the name of VitaTech, Inc. to VersaVest, Inc. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original First Amendment to the Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
TOTAL	\$43.75

Thank you for your attention to this matter.

Sincerely,

Tanya L. Bower

N/C

TLB
Enclosure

MAY 19 1999

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VITATECH, INC.

FILED
99 MAY 10 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VitaTech, Inc., a Florida Corporation, under its corporate seal and the hands of its President and Secretary, Jeffrey B. Rabin, hereby certifies that:

I.

The Board of Directors of said corporation at a meeting called and held on December 31, 1998, adopted the following Resolutions:

The name of this corporation will be:

VersaVest, Inc.


II

The meeting of the Stockholders of the corporation called by the Board of Directors as aforesaid was held on December 31, 1998, and at said special meeting of the Stockholders, said amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all of the stockholders.

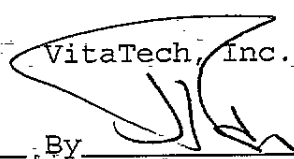
IN WITNESS WHEREOF, said corporation has caused this Amendment to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 31 day of December, 1998.

(SEAL)

Attest:


Secretary

By

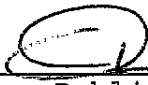

President

VitaTech, Inc., a Florida Corporation

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

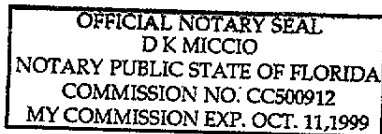
On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, Jeffrey B. Rabin, President of VitaTech, Inc., a Florida Corporation, and he acknowledged that he executed the above and foregoing First Amendment to Articles of Incorporation as such Officer for and on behalf of said corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Homestead, Miami-Dade County, Florida, this 31 day of December, 1998.



Notary Public, State of Florida
at Large

My Commission Expires:



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