

P97000054019
May 30, 1997

VITAL HEALTH INC.

18939 NW 63rd Court Circle
Miami, Florida 33015

Secretary of State
Capitol Bldg
Tallahassee, Florida

Attn: Corporate Division

800002204028--3
-06/06/97--01058--007
****122.50 ****122.50

Re: ARTICLES OF INCORPORATION

VITAL HEALTH INC.

Gentlemen:

Enclosed herewith find the original and one copy of the above reference, together with the Registered Agent's form.

The duplicate copy has been subscribed in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to me at your earliest convenience.

I am enclosing herewith my check for \$122,50 to take care of all costs.

Thank you in advance for your cooperation in this regard.

Very truly yours,


Alicia Alexander

encl.

FILED
97 JUN 19 AM 8 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~407-13425~~
9N 6-19-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1997

ALICIA ALEXANDER
18939 NW 63RD COURT CIRCLE
MIAMI, FL 33015

SUBJECT: INTER-MED INTERNATIONAL INC.
Ref. Number: W97000013425

We have received your document for INTER-MED INTERNATIONAL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

John Nedeau
Document Specialist

Letter Number: 197A00030885

**ARTICLE OF INCORPORATION
OF
VITAL HEALTH INC.**

THIS IS TO CERTIFY that we, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is:

VITAL HEALTH INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, fully and to the same extent as a natural person might or could do, viz.:

(a) To purchase, require, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection therewith.

(b) To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida or any other State in the United States or in any foreign country.

(c) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of anyone of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporation, either in the State of throughout the United States and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business hereinbefore described or any part or parts thereof, if not inconsistent with the Laws under which this corporation is organized.

(d) That the main business of this corporation is as follows: Import - Export of Medical Devices final packaging and labeling of various products.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICAL III - CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be One Thousand shares no par common stock

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or peopwery, labor or services, at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V CORPORATION EXISTENCE

Said Corporation shall ave perpetual existence unless sooner dissolved according to law.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be
18939 NW 63rd Court Circle, Miami, F1 33015

with privilege, however, of having branch offices or places of business at any other poace or places within the State of Florida, or in foreign countries.

ARTICLE VII BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors of this corporation, the President, Vice-President Secretary and Treasurer (the offices of Secretary and Treasurer may be combined and held by one person as Secretary-Treasurer), who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Josephine Pohler	President/Treasurer	18939 NW 63rd CT. CIR. Miami, F1 33015
Julio Melero	Vice President/Sec.	7250 SW 15th Street Miami, F1 33144
Vision Investments Inc.	Stock Holder	1898 SW 4th Ave. Miami, F1 33129

ARTICLE VIII
NAMES AND POST OFFICE ADDRESSES OF
SUBSCRIBERS AND AMOUNT PAID PER SHARE

<u>NAME</u>	<u>ADDRESS</u>	<u>NO SHARES</u>	<u>PAID</u>
Josephine Pohler	18939 NW 63rd CT. CIR.	300	\$300.00
Julio Melero	7250 SW 15th Street	300	\$300.00
Vision Investments Inc.	1898 SW 4th Ave.	300	\$300.00
		100 Open Stock	\$100.00

ARTICLE IX
SPECIAL CHARTER PROVISIONS

The number of Directors of the corporation, who need not be stockholders, may not be less than one(1) and may be increased to and not more than nine (9) members as may be provided by the By-Laws. In case of a vacancy in the Board of Directors, through death, resignation, disqualification, or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of a majority of the Directors then in office.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter, amend or repeal the By-Laws of the Corporation.

(b) If the By-Laws so provide, to designate by resolution two(2) or more of their number to constitute an Executive Committee, which shall have and may exercise any or all of the powers of the Board of Directors in the management of the business affairs and property of the corporation during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

(c) From time to time, to determine whether and to what extent and at what time and place and under what conditions and regulations the accurate accounts and books of the corporation (other than the stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by Statute, unless authorized by a resolution of the Stockholders or Directors.

(d) The corporation may at any meeting of its Board of Directors sell, lease or exchange all of the property and assets essential to its corporate business, upon such terms and conditions, either for cash, for the securities or any other corporation or corporations, or for such other transactions as its Board of Directors deem expedient and for the best interest of the corporation when and an authorized by the affirmative vote of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding given at Stockholders' Meeting duly called for the purpose, or when authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding.

(e) Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their meeting either within or without the State of Florida, to have one or more offices and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(f) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer or are Directors or Officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Directors or Director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, persona, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

(g) Upon any increased issue of stock, the stockholders shall have the pro rata preferential right to subscribe therefor at such price and on such terms as the Board of Directors may, in each instance, fix,

(h) None of the Stockholders' shares can be sold, pledged, or encumbered by any of the individual Stockholders unless it first be offered to the other Stockholders in proportion to the number of shares held by them at the ten market value, by giving the other Stockholders notice in writing of intention to sell, after which notice the other Stockholders shall have thirty (30) days within which to either accept or reject the offer.

In the event of acceptance, a closing date and place shall be fixed within ten (10) days after acceptance for the transfer of the selling Stockholder's stock and the delivery of the price therefor. Such stock shall be delivered free and clear of all liens, encumbrances or restrictions.

Nothing herein contained shall restrict the free transfer of the shares of stock of any shareholders to and from their respective spouses.

ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

Registered Office and Registered Agent:

The principal place of business of said corporation shall be:
18939 NW 63rd Court Circle, Miami, Fl 33015.

This corporation designated as Registered Agent: Alicia Alexander
11201 SW 55th Street, P 2, Miami, Fl 33025

IN WITNESS WHEREOF, We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true; and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 30 day of May 1997


Julio Melero (SEAL)

Josephine Pohler
JOSEPHINE POHLER (SEAL)

Jerry Pohler
FOR: VISION INVESTMENTS INC.
JERRY POHLER - PRESIDENT
FL. REG. P 97000038961


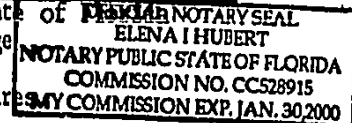
STATE OF FLORIDA) Julio Melero
) ss Josephine Pohler
COUNTY OF DADE)

VISION INVESTMENTS INC. P 970000082961

BEFORE ME, the undersigned authority, qualified to take acknowledgments and administer oaths, personally appeared:

each of whom to me is well known, and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to law, they made and subscribed the same for the uses and purposes therein expressed and set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 02 day of June, 1997


Notary Public, State of Florida
At Large
My Commission Expires

Elena I. Hubert
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC528915
MY COMMISSION EXP. JAN. 30, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

97 JUN 19 AM 8 26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted, in compliance with said Act:

First ---That **VITAL HEALTH INC.**

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at the City Miami County of Dade
Florida, State of Florida, has named

Alicia Alexander

located at 11201 SW 55th Street, P 2, Miami, FL 33025
(Street address and number of building,
Post Office Box address not acceptable)

City of Miramar, County of Broward
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT;

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for
the above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative
to keeping open office.

By: *Alicia Alexander*
Alicia Alexander