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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VITALIS, INC.	·	JVI JS	ထ္က	
(Corporation Name)	(Document #)	CRE.	& FEB	*=7**
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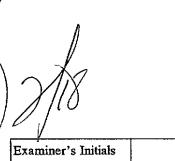
NEW FILINGS		
X	Profit	
	NonProfit	
	Limited Liability	
	Domestication	
	Other	

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
 Merger

AMENDMENTS

OTHER FILNGS		
	Annual Report	
	Fictitious Name	
	Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	-
Limited Partnership	
Reinstatement	
Trademark	
Other	



ARTICLES OF INCORPORATION

OF

VITALIS, INC.

ARTICLE I

NAME

The name of this corporation shall be:

VITALIS, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business in the State of Florida including, but not limited to, Graphic Arts, Public Relations, Computer Services and Promotions.

ARTICLE IV

STOCK

The corporation is authorized to issue one hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, on the sale of or cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

98 FEB 17 PM 4: 30
SECRETARY OF STATE
TALLARIASSEE, FLORIDA

ARTICLE VI

REGISTERED OFFICE AND AGENT AND PRINCIPLE PLACE OF BUSINESS

The street address of the initial registered office of this corporation and its principal place of business is 1001 Brickell Bay Drive, Suite 1508, Miami, Florida 33131, and the name of the initial Registered Agent of this corporation at that address is JOHN GALE

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may increase or decrease from time to time by the by-laws; however, there shall never be less than one (1) director nor more than five (5). The name and addresses of the initial Board of Directors of the corporation are:

1001 Brickell Bay Drive DAPHNE WIELDING President Suite 1508

Miami, Florida 33131

Vice-President JOHN GALE

1001 Brickell Bay Drive Suite 1508 Miami, Florida 33131

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators in these Articles are DAPHNE WIEDLING 1001 Brickell Bay Drive, Suite 1508, Miami, Florida 33131 and JOHN GALE 1001 Brickell Bay Drive, Suite 1508, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this /5 day of www.y., 1998.

I HEREBY ACCEPT THE APPOINTM ACT IN THIS CAPACITY.	Daphne Wielding, President ENT AS RECISTERED AGENT AND AGREE TO John Gale, Vice President
STATE OF FLORIDA))SS:	
COUNTY OF DADE)	
authorized in the State afore take acknowledgments, personal GALE, to me known to be the pe	this day, before me, an officer duly said and in the County aforesaid to lly appeared DAPHNE WIELDING and JOHN ersons described in and who executed they acknowledged before me that they
WITNESS my hand and off Florida, this / 54 day of NOTAL	WILL JUDIN DIAZ DE OR LDA LAT LARGE
My Commission Expires:	Comm. No. CC 544554