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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: VITA DERM, INC.

AUDIT NUMBER.....H98000004816

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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98 MAR 11 AM 7:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEY MAR 12 1998

ARTICLES OF INCORPORATION  
OF  
VITA DERM, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Coporation Act, hereby adopt the following Articles of incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the Corporation shall be:  
VITA DERM, INC.

The principal place of business of this corporation shall be:  
18460 NE 21 CT, N. MIAMI BEACH FL 33179

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: LATIN AMERICAN 2000  
1165 W 49 ST SUITE 208  
HIALEAH FL 33012-3373  
(305)826-6518

**ARTICLE V OFFICERS DIRECTORS**

The names and street addresses of the Initial officers and directors, if any who shall hold office the first year of the corporation's existence or until the successors are elected, are:

**DR MARCELO ARIEL SCHULMAN, PRESIDENT**  
18460 NE 21 CT  
N. MIAMI BEACH, FL 33179

**LILLY GALL, VICE-PRESIDENT**  
18460 NE 21 CT  
N. MIAMI BEACH FL 33179

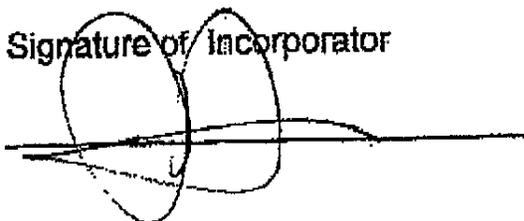
**ARTICLE VI INCORPORATOR**

The name and street address of the incorporator to this articles of incorporation is:

**LILLY GALL**  
18460 NE 21 CT  
N. MIAMI BEACH FL 33179

**N WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11TH day of MARCH 1998**

Signature of Incorporator

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned below the text "Signature of Incorporator".

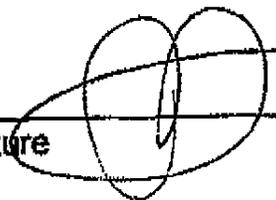
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation  
VITA DERM, INC.

- 2. The name and address of the registered agent and office is:  
LILLY GALL  
18460 NE 21 CT  
N. MIAMI BEACH FL 33179

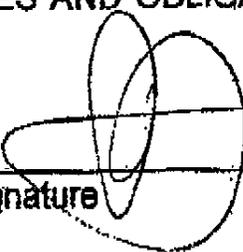
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 Section of State  
 TALLAHASSEE, FLORIDA

\_\_\_\_\_  
 Signature 

Title: VICE-PRESIDENT

Date: MARCH 11, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

\_\_\_\_\_  
 Signature 

Date: MARCH 11, 1998