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JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A.

E. D. ARMSTRONG III  
JOHN T. BLAKELY  
BRUCE H. BOKOR  
GUY M. BURNS  
JONATHAN S. COLEMAN  
MICHAEL T. CRONIN  
ELIZABETH J. DANIELS  
MARION HALE

JAMES W. HUMANN  
SCOTT C. ILGENFRITZ  
FRANK R. JAKES  
TIMOTHY A. JOHNSON, JR.  
SHARON E. KRICK  
ROGER A. LARSON  
JOHN R. LAWSON, JR.\*  
MICHAEL G. LITTLE

MICHAEL C. MARKHAM  
STEPHANIE T. MARQUARDT  
DAVID J. OTTINGER  
F. WALLACE POPE, JR.  
DARRYL R. RICHARDS  
PETER A. RIVELLINI  
DENNIS G. RUPPEL\*  
CHARLES A. SAMARKOS

JOHN A. SCHAEFER  
PHILIP M. SHASTEEN  
CHARLES M. TATELBAUM  
JOAN M. VECCHIOLI  
AMBER WILLIAMS  
JULIUS J. ZSCHAU

\*OF COUNSEL  
PLEASE REPLY TO TAMPA

FILE NO. 39625.99609

August 19, 1998

Florida Dept. of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-08/20/98--01043--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Vita Plus Industries, Inc./Incredible Products of Florida

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of Vita Plus Industries, Inc., the Articles of Incorporation of Incredible Products of Florida, and two checks each in the amount of \$70.00 to cover the filing fees for both corporations.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.  
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
100 North Tampa Street, Suite 1800  
Tampa, FL 33602

Thank you for all of your assistance in this matter.

Very truly yours,

*Linda M. Werner*

Linda M. Werner  
Legal Assistant

encls  
0028374.01

FILED  
98 AUG 20 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CLEARWATER OFFICE  
911 CHESTNUT STREET  
POST OFFICE BOX 1368  
CLEARWATER, FLORIDA 33757-1368  
TELEPHONE: (813) 461-1818  
TELECOPIER (813) 441-8617

TAMPA OFFICE  
100 NORTH TAMPA STREET  
SUITE 1800  
POST OFFICE BOX 1100 (ZIP 33601-1100)  
TAMPA, FLORIDA 33602-5145  
TELEPHONE (813) 225-2500  
TELECOPIER (813) 225-1857  
PHLS@TAMPAJBPFIRM.COM

NAPLES OFFICE  
975 SIXTH AVE. S  
POST OFFICE BOX 1368  
NAPLES, FLORIDA 34102  
TELEPHONE: (941) 435-0035  
TELECOPIER: (941) 435-9992

9/8-21-98

**ARTICLES OF INCORPORATION**

of

**VITA PLUS INDUSTRIES, INC.**

**FILED**  
98 AUG 20 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND MAILING ADDRESS**

The name of this corporation is Vita Plus Industries, Inc. and the mailing address of this corporation is 5770 Roosevelt Blvd., Suite 700, Clearwater, FL 33760.

**ARTICLE II - DURATION; EFFECTIVE DATE**

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue one Hundred (100) Shares One Cent (\$.01) par value of common stock, which shall be designated as "Common Shares," having a par value of \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

**ARTICLE V - BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than three directors.

**ARTICLE VI - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

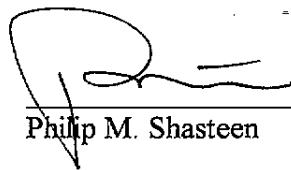
**ARTICLE VII - INDEMNIFICATION**

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

**ARTICLE VIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1998.



Philip M. Shasteen

INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Vita Plus Industries, Inc. desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.



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Philip M. Shasteen

0028332.01

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98 AUG 20 AM 11:39  
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TALLAHASSEE, FLORIDA