

DUBROW
DUKER &
ASSOCIATES, P.A.

99000039/30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 PM 3:14

April 20, 1999

ACCOUNTANTS & FINANCIAL PLANNERS
2832 University Drive • Coral Springs, Florida 33065
Telephone (954) 345-0323 • Facsimile (954) 341-9766

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

90000285-1052-0048
****122.50 *****78.75

90000285/269--8
04/26/99 01052-004
* 122.50 \$78.75

RE: Odyssey Health Products II, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



B. Alan Dubrow
Dubrow Duker & Associates, P.A.

Med Tech Industries, Inc.

14851 NW 27th Ave.
Opa Locka, FL 33054
www.medtechfitness.com
thetocid@gate.net

April 29, 1999

Via Fax: (850)487-6804
Dorris Brown

By this letter I wish to inform that, I John Pachivas will not be reinstating Odyssey Health Products, Inc..

Should you have any questions, please do not hesitate to contact me at (305)685-4747.

Sincerely,



John Pachivas

305-685-4747

Fax: 769-6906

800-805-8995

Advisory Board

Dr. Jeanne Carmichael, M.S., L.M.H.C.

Psychology

Dr. Patric Cadigan, M.D.

Immunology

Dr. Spencer Baron, D.C.

Sports Medicine

Dr. Ary Krau, M.D.

Reconstructive Surgery

John Pachivas,

C.N.C., C.E.O.

Steve Stanley,

Vice President

John Annis,

Secretary/Treasurer

FILED
SECRETARY'S OFFICE
DIVISION OF PROFESSIONAL REGULATION
99 APR 26 PM 3:15

"The Ultimate In Medical Health Products"

ARTICLES OF INCORPORATION
of

Odyssey Health Products II, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Odyssey Health Products II, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is to engage in vitamin supplements.

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ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**Odyssey Health Products II, Inc.
14851 N.W. 27th Avenue
Opa Locka, FL 33054**

The name and street address of the Initial Registered Agent of this Corporation is:

**Dubrow Duker & Associates, P.A.
2832 University Drive
Coral Springs, Florida 33065**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

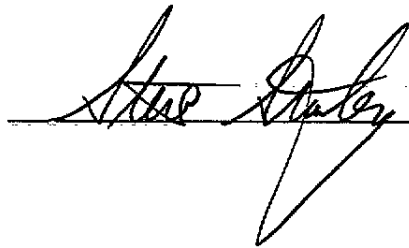
**Steve Stanley
14851 N.W. 27th Avenue
Opa Locka, FL 33054**

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Steve Stanley
14851 N.W. 27th Avenue
Opa Locka, FL 33054

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20th day of April, 1999.

 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

*Certificate of Registered Agent
of*

Odyssey Health Products II, Inc.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

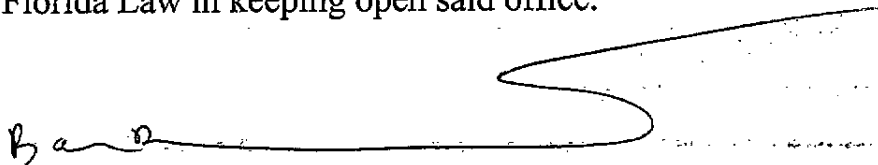
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2832 University Drive
Coral Springs, Florida 33065

has named Dubrow Duker & Associates, P.A., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



B. Alan Dubrow
Dubrow Duker & Associates, P.A.

SECRET
DIVISION OF REVENUE
99 APR 25 PM 3:15