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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

vital way, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 1999

EMPIRE

SUBJECT: VITAL WAY, INC.
REF: W99000018083

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document SpecialistFAX Aud. #: H99000019305
Letter Number: 199A00039582

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CERTIFICATE OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation is:

VITAL WAY, INC.

ARTICLE II

The general nature of the business and objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- (a) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.
- (b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans, to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.
- (c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

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Articles of Incorporation: Vital Way, Inc. August 4, 1999

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- (d) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.
- (e) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other country.
- (f) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into One Thousand (1000) shares of stock of the par value of \$10 per share, all of one class, namely, Common Stock, and having an aggregate par value of Ten Thousand (\$10,000). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

The principal office and mailing address of the Corporation shall be at
3741 Sunny Isles Blvd.
FMB #183
Sunny Isles, Florida 33160
with the privilege of having branch office within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

Director: Yanira Medina
Sunny Isles Blvd.
Suite 183
North Miami Beach, Florida 33160

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ARTICLE VIII

The number of directors of the Corporation shall be not less than TWO (2) nor more than fifteen (15).

ARTICLE IX

The names and post office addresses of the President, secretary, and treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

President: Ligia Cerruti
Sunny Isles Blvd.
Suite 183
Sunny Isles, Florida 33160

Secretary: Yanira Medina
Sunny Isles Blvd.
Suite 183
Sunny Isles, Florida 33160

ARTICLE X

The Register Agent and Subscriber shall be
Yanira Medina
Sunny Isles Blvd.
Suite 183
Sunny Isles, Florida 33160

ARTICLE XI

The corporation shall indemnify its officers, directors, employees, and agents to the fullest extent permitted by law.

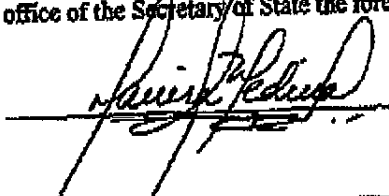
ARTICLE XII

This corporation shall commence to exist on the date of subscription of these articles if filed within five (5) days with the Secretary of State.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, this 4 day of August, 1999

 (SEAL)
 _____ (SEAL)
 _____ (SEAL)

COUNTY OF DADE)
)
) SS:
)
 STATE OF FLORIDA)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared

and each severally acknowledged before me that they signed the foregoing Certificate of Incorporation for the purposes therein expressed.

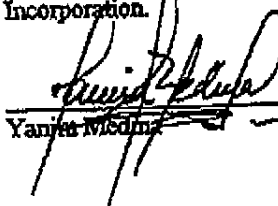
WITNESS my hand and official seal at the City of Miami, County of Dade, State of Florida, this day of _____, 1999.

 NOTARY PUBLIC, State of Florida at large

My Commission expires:

Acceptance of Appointment of Registered Agent

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



 Yanis Medina

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 TALLAHASSEE, FLORIDA

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