

State of Idaho

Office of the Secretary of State

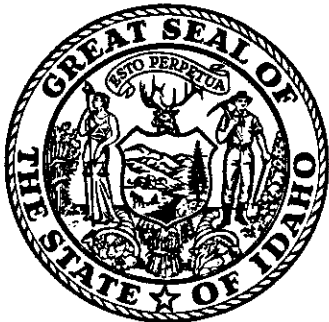
**CERTIFICATE OF AUTHORITY
OF
VITAL INTERNATIONAL HOLDINGS, INC.**

File Number C 168395

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 11, 2006



Ben Yursa
SECRETARY OF STATE

By *Sally Lloyd*

Martin 8/11/06



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE

2006 AUG 11 AM 10: 01

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: Vital International Holdings, Inc.
- The name which it shall use in Idaho is: Vital International Holdings, Inc.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 6/9/2006
- The address of its principal office is:
810 S. Main St., Unit 10, Hailey, ID 83333
- The address to which correspondence should be addressed, if different from item 5, is:
P.O. Box 4030, Hailey, ID 83333
- The street address of its registered office in Idaho is: 810 S. Main St., Unit 10, Hailey, ID 83333
and its registered agent in Idaho at that address is: Martin J. Matthews

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Martin J. Matthews</u>	<u>President & CEO</u>	<u>810 S. Main St, Unit 10, Hailey, ID 83333</u>
<u>David Pratt</u>	<u>Treasurer</u>	<u>31 Beaco Bay, Newport Beach, CA 92660</u>
<u>Debbie Johnson</u>	<u>Secretary</u>	<u>810 S. Main St, Unit 10, Hailey, ID 83333</u>
<u>Edward Carnegie</u>	<u>Director</u>	<u>824 Inverness, Rancho Mirage, CA 92270</u>
_____	_____	_____
_____	_____	_____

Dated: 7/18/2006

Signature: *Martin J. Matthews*

Typed Name: Martin J. Matthews

Capacity: President & CEO
[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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form\app\corporate\pre\idm
Review/08/2006

IDAHO SECRETARY OF STATE
08/11/2006 05:00
CK: 11065 CT: 203307 BH: 969622
1 @ 100.00 = 100.00 AUTH PRO # 2

Web Form

C 168395

INSTRUCTIONS

Optional: If the document is incorrect where can you be reached for corrections? 208-578-0800
Note: Complete and submit the application in duplicate. This application must be accompanied by a certificate of existence (or goodstanding), dated within 90 days from the date of filing with this office. A certified copy of the articles of incorporation or a certificate of tax status will NOT be accepted.

1. Lines 1 & 2 - Enter the name of the corporation exactly as it reads from the certificate of existence from the domestic state. Complete Item 2 only if: (1) the corporation must adopt a fictitious name to avoid a conflict with an existing name on the records of the Secretary of State, or (2) the corporation's true name does not include one of the words of incorporation required by section 30-1-401, Idaho Code, and such word is added to the true name in Item 2. A corporate name must include corporation, incorporated, company, limited, or any abbreviation thereof. If a fictitious name is adopted to avoid a conflict, attach a resolution of the board of directors adopting the assumed name.
 2. Lines 3 & 4 - Enter the domestic state and its date of incorporation. You must include the day, month and year. This date must match the date on the certificate of existence, if one is given.
 3. Line 5 - Enter the address of its principal office.
 4. Line 6 - Enter the address you would like future reports mailed to, if different from the address in #5.
 5. Line 7 - Enter the name and street address of the registered agent for the corporation. A registered agent is the person designated to receive service of process upon litigation. This person must be located in Idaho at a street address. If you do not have anyone to act as your registered agent in Idaho you may contact the Secretary of State for a list of companies which offer such representation in Idaho.
 6. Line 8 - Enter the names and business addresses of the officers and directors. We are looking for office held of president, secretary and directors.
 7. Sign and date the application. Please identify the name of the signer by typing his/her name below the signature and indicate in what capacity they are signing.
 8. Enclose the appropriate fee.
 - a. If the application is typed, the fee is \$100.
 - b. If the application is not typed, the fee is \$120.
 - c. If expedited service is requested, add \$20 to the fee.
 - d. If the fees are to be paid from the filing party's pre-paid customer account, enter the customer account number in the indicated space.
- Pursuant to Idaho Code § 67-910(6), the Secretary of State's Office may delete a business entity filing from our database if payment for the filing is not completed.
9. Mail or deliver to:
Office of the Secretary of State
700 West Jefferson, Basement West
PO Box 83720
Boise, ID 83720-0080
 10. If you have questions or need help, call the Secretary of State's Office at (208) 334-2301.

ADMISSION OF FOREIGN CORPORATION Section 30-1-1501

30-1-1501. AUTHORITY TO TRANSACT BUSINESS REQUIRED.

(1) A foreign corporation may not transact business in this state until it obtains a certificate of authority from the secretary of state.

(2) The following activities, among others, do not constitute transacting business within the meaning of subsection (1) of this section:

- (a) Maintaining, defending or settling any proceeding;
- (b) Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;
- (c) Maintaining bank accounts;
- (d) Maintaining offices or agencies for the transfer, exchange and registration of the corporation's own securities or maintaining trustees or depositaries with respect to those securities;
- (e) Selling through independent contractors;
- (f) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (g) Creating or acquiring indebtedness, mortgages and security interests in real or personal property;
- (h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;
- (i) Owning, without more, real or personal property;
- (j) Conducting an isolated transaction that is completed within thirty (30) days and that is not one in the course of repeated transactions of a like nature;
- (k) Transacting business in interstate commerce.

(3) The list of activities in subsection (2) of this section is not exhaustive.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITAL INTERNATIONAL HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JULY, A.D. 2006.



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060677178

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4931268

DATE: 07-27-06