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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770) 777-2091
Fax Number : (770) 777-2094

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

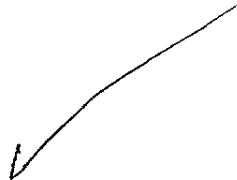
WAIORA USA, INC.

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ARTICLES OF INCORPORATION

OF

WAIORA USA, INC.

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**ARTICLE I
NAME**

The name of the corporation is Waiora USA, Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 2401 SW Manor Hill Drive, Palm City, Florida 34990.

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is: to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE IV
SHARES**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	None	Common

**ARTICLE V
REGISTERED AGENT**

The street address of the Corporation's initial registered office in the State of Florida is 2401 SW Manor Hill Drive, Palm City, Florida 34990, and the name of its initial registered agent at such office is Stanley J. Cherelein.

**ARTICLE VI
INCORPORATOR**

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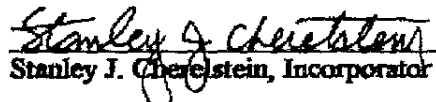
The name of the Incorporator is Stanley J. Cherelstein, and the address of the Incorporator is 2401 SW Manor Hill Drive, Palm City, Florida 34990.

**ARTICLE VII
INDEMNIFICATION**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act has signed these Articles of Incorporation this day of 15 day of March, 2004.


Stanley J. Cherestein, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Waiora USA, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


Stanley J. Cherkelstein

Dated: March 15, 2004

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