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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**reveex usa, inc.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
REVEEX USA, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is REVEEX USA, INC. (hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

A. The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida, including but not limited to the importation and distribution of animal care products.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

**THIS INSTRUMENT PREPARED BY:**

Brilo & Young Profesional Limited Company

Leonardo F. Brilo, Esq.

1001 Brickell Bay Drive

Suite 1812

Florida Bar # 0615730

(305) 373-5411

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C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

#### ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is One (1) share of Common Stock, par value \$.001 per share.

#### ARTICLE IV - ISSUANCE OF SHARES AND PREEMPTIVE RIGHTS

The shareholders may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. The Corporation elects to have preemptive rights.

#### ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1001 Brickell Bay Dr., Suite 1812, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is Leonardo Brito, Esq.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 132 Minorca Ave., Coral Gables, FL 33134.

ARTICLE VII - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE HUNDRED DOLLARS AND NO CENTS (\$100.00)

ARTICLE VIII

This corporation is to exist perpetually.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The Corporation shall have no less than three (3) and no more than five (5) directors initially, with their respective substitutes. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than 1. The Corporation shall have 4 directors initially in the capacity indicated below, and their names and addresses are as follows:

| Name of Principal   | Title          | Address                                                                                                                                                                      |
|---------------------|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Carlos Cabanes Royo | President      | C/o Zona Industrial La<br>Hamaca, Avenida Antón<br>Phillips cruce con Calle El<br>Canal, Complejo Industrial<br>Reveex, Galpón 3-A,<br>Maracay, Estado Aragua,<br>Venezuela. |
| David Morella Jorba | Vice-President | C/o Zona Industrial La<br>Hamaca, Avenida Antón<br>Phillips cruce con Calle El<br>Canal, Complejo Industrial<br>Reveex, Galpón 3-A,<br>Maracay, Estado Aragua,<br>Venezuela. |
| José Saló           | Director       | C/o Zona Industrial La<br>Hamaca, Avenida Antón<br>Phillips cruce con Calle El<br>Canal, Complejo Industrial<br>Reveex, Galpón 3-A,<br>Maracay, Estado Aragua,<br>Venezuela. |
| Juan Carrion        | Director       | C/o Zona Industrial La<br>Hamaca, Avenida Antón<br>Phillips cruce con Calle El<br>Canal, Complejo Industrial<br>Reveex, Galpón 3-A,<br>Maracay, Estado Aragua,<br>Venezuela. |

#### ARTICLE X-INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

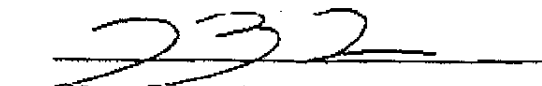
#### ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Leonardo F. Brito, Esq., Brito & Young, PLC, 1001 Brickell Bay Dr., Suite 1812, Miami, FL 33131.

#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 8 day of July, 2004.

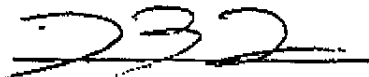
  
Name: Leonardo Brito, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST - THAT REVEEX USA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT  
CITY OF CORAL GABLES, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS  
NAMED LEONARDO BRITO, BRITO & YOUNG, PLC, 1001 BRICKELL BAY DRIVE,  
SUITE 1812, MIAMI, FLORIDA 33131, COUNTY OF DADE-COUNTY, STATE OF  
FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

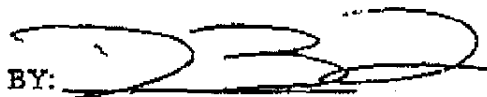
SIGNATURE:

  
Name: Leonardo Brito

Title: Incorporator

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

BY: 

NAME: Leonardo Brito, Esq.

TITLE: Registered Agent

DATE: July 8, 2004

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TALLAHASSEE, FLORIDA

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