

P95000 50660

U.S.A. NUTRITION INC.
BISCAYNE EXECUTIVE PLAZA
2895 BISCAYNE BLVD. SUITE 336
MIAMI, FLORIDA 33137

June 24, 1995

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

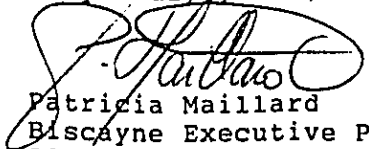
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Dear Sirs:

Enclosed please find Check No. 1668 in the amount of \$11
for the filing of the Articles of Incorporation of
U.S.A. NUTRITION INC. & a certified copy of same.

Hoping to hear from you soon.

Very truly yours,


Patricia Maillard
Biscayne Executive Plaza
2895 Biscayne Blvd. Suite 336
Miami, Florida 33137

Encl (2)

FILED
1995 JUN 28 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

895A 31852

ARTICLES OF INCORPORATION

OF

U.S.A. NUTRITION INC.

FILED
1995 JUN 28 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The hereinafter named subscriber, for the purpose of forming a corporation for profit under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation shall be U.S.A. NUTRITION INC.

ARTICLE II

DURATION: The corporation shall have a perpetual existence unless dissolved according to the Laws of the State of Florida and shall commence on its filed date.

ARTICLE III

PURPOSE: The corporation is organized for the purpose of conducting any and all lawful transactions or businesses under the Laws of the State of Florida.

ARTICLE IV

CAPITAL STOCKS: The corporation shall have the authority to issue two hundreds (200) shares, all of which shall have a par value of one dollar (\$1.00).

ARTICLE V

INITIAL OFFICE AND REGISTERED AGENT: The initial address of its Office will be: Biscayne Executive Plaza, 2895 Biscayne Blvd. Suite 336, Miami, Florida 33137.

The registered agent is Patricia Maillard

ARTICLE VI

INITIAL BOARD OF DIRECTORS: The corporation shall have two Directors (2) initially. The number of directors may be increased from time to time.

The names and street addresses of the initial Directors are:

Patricia Maillard, 2895 Biscayne Blvd. Suite 336, Miami, Florida 33137

Jose A. Diaz, 13783 S.W. 66 Street, Miami, Florida 33183

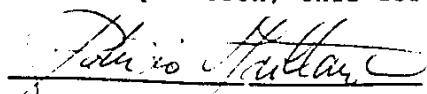
ARTICLE VII

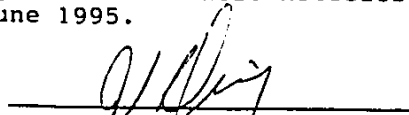
INCORPORATORS: Patricia Maillard, 2895 Biscayne Blvd. Suite 336 Miami, Florida 33137 and Jose A. Diaz, 13783 S.W. 66 Street, Miami, Florida 33183.

ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or if any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being competent to contract, do hereby make, acknowledge and file these Articles of Incorporation, this 23rd day of June 1995.

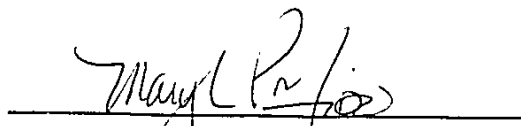

PATRICIA MAILLARD


JOSE A. DIAZ

STATE OF FLORIDA)
COUNTY OF DADE) SS

On this 23rd day of June, 1995, BEFORE ME, The Undersigned authority, personally appeared PATRICIA MAILLARD and JOSE A. DIAZ, to me known to be the persons described herein and who made and subscribed the foregoing Articles of Incorporation, and they acknowledged to me that they made and subscribed the same.

OFFICIAL NOTARY SEAL
MARY L. PORFIDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453930
MY COMMISSION EXP. APR. 19, 1999


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

FILED
1995 JUN 28 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA