

F95000003354

904-222-0193 FAX



ACCOUNT NO. : 0721000000032

REFERENCE : 641002 06901D

AUTHORIZATION *Palumbo Pizato*
COST LIMIT : \$ 122.50

ORDER DATE : July 12, 1995

ORDER TIME : 10:13 AM

8000001536748

ORDER NO. : 641002

CUSTOMER NO: 06901D

CUSTOMER: Mr Melvin Maldonado
Prentice Hall Legal &
375 Hudson Street
New York, NY 10014

RECEIVED
95 JUL 13 AM 10:48
DIVISION OF CORPORATION

FOREIGN FILINGS

NRE 895-2463 Sme

NAME: VITAPRO FOODS USA INC.

RESERVATION # R95000002463

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

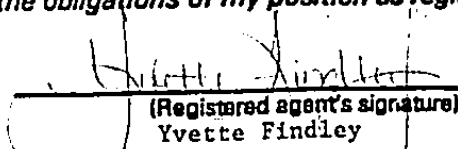
XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 13 PM 12:00
7113

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Vitapro Foods U.S.A. Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. ---
(FEI number, if applicable)
4. May 30, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 112 67th Avenue West
Bradenton, Florida 34207
(Current mailing address)
8. To conduct all aspects of a food processing business and food wholesaling business.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Yvette Findley
Office Address: 112 67th Avenue West
Bradenton, Florida, 34207
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
Yvette Findley
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS
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95 JUL 13 12:00

12. Names and addresses of officers and/or directors:

A. DIRECTORS

and sole director
Chairman/ Yank Barry
Address: 5 Redpath Row
Montreal H3G 1E5 Quebec CANADA
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: Yank Barry
Address: 5 Redpath Row
Montreal H3G 1E5 Quebec CANADA
Vice President: Yvette Findley
Address: 112 67th Avenue West
Bradenton, Florida 34207
Secretary/Treasurer: Ruth Pickholtz
Address: 89 Chemin de la Sucrierie
Rigaud, Quebec, CANADA
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Yank Barry - President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITAPRO FOODS U.S.A. 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 TWELFTH DAY OF JULY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 13 PM 12:00



Edward J. Freel

Edward J. Freel, Secretary of State

2511227 8300

950155365

AUTHENTICATION: 7570524

DATE: 07-12-95