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OFFICE USE ONLY

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BIO NATURE USA, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



Walk in



Pick up time

2.00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 FEB -1 AM 11:19
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 FEB -1 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100003118581--1
-02/01/00--01075--024
*****78.75 *****78.75

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
BIO NATURE USA, INC.**

FILED
00 FEB - 1 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, HAS EXECUTED THE FOLLOWING DOCUMENT AS INCORPORATION OF THE ABOVE NAMED CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS, DUTIES AND OBLIGATIONS OF THE UNDERSIGNED AS INCORPORATE, AND THOSE OF THE CORPORATION, ARE TO BE DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE BIO NATURE USA, INC.

ARTICLE II

THIS NAME OF THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE, STATE OF FLORIDA, AND SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION ARE TO DO ANY AND ALL OF THE THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO, VIZ:

- 1.- TRANSACT ANY AND ALL LAWFUL BUSINESS.
- 2.- SAID CORPORATION SHALL FURTHER HAVE POWERS: TO HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME.

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS THE TOTAL SUM OF 100 SHARES HAVING A INDIVIDUAL PAR VALUE OF 1.000.-

UNLESS OTHERWISE STARTED IN THESE ARTICLES, OR IN AN AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK OF THIS CORPORATION.

ARTICLE V


THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND THE NAME OF THE INITIAL RESIDENT AGENTS OF THIS CORPORATION SHALL BE MR. M. MARIO PEREZ, 7920 N.W. 166 ST., MIAMI, FLORIDA, 33016.

ARTICLE VI

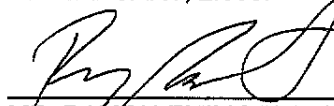
THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF A TOTAL THREE (3) PERSONS, AND THE NAME AND ADDRESS OF THE PERSONS WHO IS TO SERVE AS INITIAL DIRECTOR IS MR. RIGOBERTO GONZALEZ, PRESIDENT, MR. RAMON EMILIO TATIS, VICE-PRESIDENT, AND M. MARIO PEREZ, SECRETARY.

THE NAME AND ADDRESS OF THE INCORPORATE EXECUTING THESE ARTICLES OF INCORPORATION IS MR. M. MARIO PEREZ, 7920 N.W. 166 ST., MIAMI, FL. 33016.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATE HAS (VE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 27 DAY OF JANUARY, 2000.



MR. RIGOBERTO GONZALEZ
President



MR. RAMON EMILIO TATIS
Vice-President



MR. MARIO PEREZ
Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

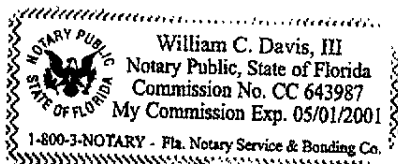
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED, MR. RIGOBERTO GONZALEZ, MR. RAMON EMILIO TATIS AND MR. M. MARIO PEREZ, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 28th DAY OF January, ~~1999~~ 2000



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1.- THE NAME OF THE CORPORATION IS: BIO NATURE USA, INC.
- 2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MR. M. MARIO PEREZ
7920 N.W. 166 ST.
MIAMI, FLORIDA 33016

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____



1-29-2000

FILED
00 FEB - 1 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA