

# PO1000063347

*Fausto A. Capote*

*6411 SW 127 Place*

*Miami, FL 33183*

June 20, 2001

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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\*\*\*78.75 \*\*\*78.75

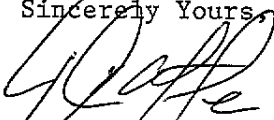
Re: **ANIMAL HEALTH & NUTRITION, INC.**, filing of articles of incorporation  
of Florida corporation for profit.

Dear Sir/Madam,

Enclosed for filing please find the original and one copy of the Articles  
of Incorporation of the aforementioned corporation along with respective  
certificates designating the registered agent and registered office of  
said corporation in Florida.

Also enclosed is a check payable to the Department of State in the amount  
of \$ 78.75 to cover the Filing Fee and Certificate of Status.

Sincerely Yours,

  
Fausto A. Capote

**EFFECTIVE DATE**  
06-20-01

**FILED**  
01 JUN 25 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*gfc 6/26*

ARTICLES OF CORPORATION  
OF  
ANIMAL HEALTH & NUTRITION, INC.

FILED  
01 JUN 25 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation ( the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act):

ARTICLE I - NAME

The name of the corporation is ANIMAL HEALTH & NUTRITION, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 13831 SW 59<sup>th</sup> Street; Suite 101-B, Miami FL 33183.

EFFECTIVE DATE  
06-20-01

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence upon the execution of the Articles, and shall have perpetual existence thereafter, unless sooner dissolved.

#### ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue two thousand (2,000) shares of common stock having a par value of One United States Dollars (\$1.00), each entitled to one (1) vote per share.

#### ARTICLE V - BOARD OF DIRECTORS

All corporate shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the direction present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons ( the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

Name of Director (s):

Director (s)' Address:

FAUSTO CAPOTE

6411 SW 127 Place; Miami FL 33183

#### ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties ( the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or legislative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

#### ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

CERTIFICATE OF DESIGNATED  
OF  
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is ANIMAL HEALTH &  
NUTRITION INC.

SECOND: The address of the Corporation is 13831 SW 59<sup>th</sup> Street,  
Suite 101-B; Miami FL 33183.

Corporate Officer Signature:

  
\_\_\_\_\_  
FAUSTO CAPOTE  
President

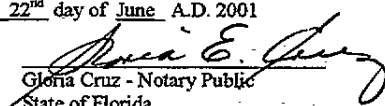
Date of Execution: June 20, 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

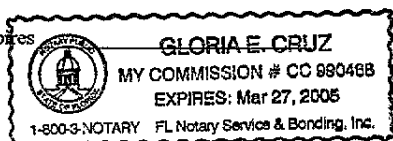
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

Before me personally appeared Fausto Capote to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that Fausto Capote executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this 22<sup>nd</sup> day of June A.D. 2001

  
\_\_\_\_\_  
Gloria Cruz - Notary Public  
State of Florida

My commission expires



### ARTICLE VIII - INCORPORATOR

The subscriber to these Articles is FAUSTO CAPOTE whose address is 6411 SW 127 Place; Miami FL 33183.

### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6411 SW 127 Place; Miami FL 33183 and the name of the initial registered agent of the Corporation at the address is FAUSTO CAPOTE, who being familiar with the duties and responsibilities as registered agent of the Corporation, by these presents accepts designation as registered agent of the Corporation and executes these presents.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on June 20, 2001.

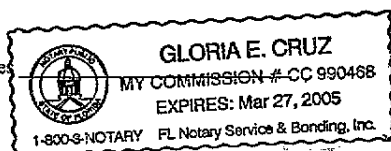
  
\_\_\_\_\_(SEAL)  
FAUSTO CAPOTE  
Incorporator

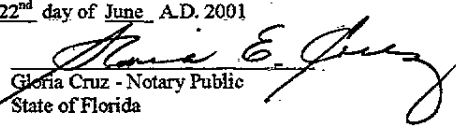
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COUNTY OF MIAMI-DADE

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WITNESS my hand and official seal, this 22<sup>nd</sup> day of June, A.D. 2001

My commission expires



  
Gloria Cruz - Notary Public  
State of Florida

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Authorized Signatory:

  
\_\_\_\_\_  
FAUSTO CAPOTE

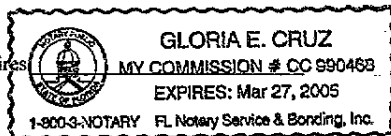
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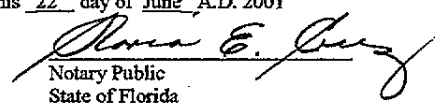
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WITNESS my hand and official seal, this 22<sup>nd</sup> day of June, A.D. 2001

My commission expires



  
\_\_\_\_\_  
Notary Public  
State of Florida