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To:
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Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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Fax Number : (305) 672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Eulactol USA Inc.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Eulactol USA Inc.

Article II. Address

The Corporation's mailing address is:
Eulactol USA Inc.
c/o David M. Beckerman, P.A.
7000 West Palmetto Park Road, Suite 500
Boca Raton FL 33433

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
David M. Beckerman, P.A.
7000 West Palmetto Park Road
Suite 500
Boca Raton FL 33433

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Steven Sher
Shelley Sher
Alan Garber

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

David M. Beckerman | FL Bar Member 324477
David M. Beckerman, P.A.
7000 West Palmetto Park Road
Suite 500
Boca Raton FL 33433
561-391-6000
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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

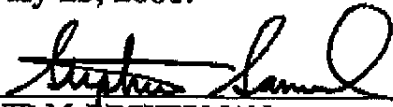
The name and address of the incorporator is:

David M. Beckerman
David M. Beckerman, P.A.
7000 West Palmetto Park Road
Suite 500
Boca Raton FL 33433

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 23, 2001.

The undersigned incorporator executed these Articles of Incorporation on July 23, 2001.



DAVID M. BECKERMAN
by S. T. Samuel as attorney-in-fact

David M. Beckerman | FL Bar Member 324477
David M. Beckerman, P.A.
7000 West Palmetto Park Road
Suite 500
Boca Raton FL 33433
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

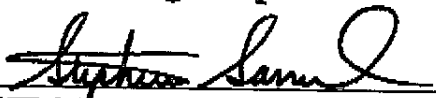
Eulactol USA Inc.

REGISTERED AGENT/OFFICE:

David M. Beckerman, P.A.
7000 West Palmetto Park Road
Suite 500
Boca Raton FL 33433

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID M. BECKERMAN, P.A.
by S. T. Samuel as attorney-in-fact

Date: July 23, 2001

David M. Beckerman | FL Bar Member 324477
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