

PO1000107267

KAREN JAGUANDE
TERESA MOTTA

6501 SW 78 TERRACE
SOUTH MIAMI FL 33143
(305) 666-6915
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October 17, 2001

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****122.50 ****78.75

Department of State
Division of Corporations
Corporate Records Bureau
P.O.Box 6327
Tallahassee, Florida

RE: **ESSENTIAL NUTRIENTS INC.**

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certify Copy:	\$52.50
Registered Agent Fee:	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.


Karen Jaguande

Sincerely yours,


Theresa Motta

KJ:tm
Enclosures

FILED
01 NOV -7 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WA 24865
PS 11/7/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 26, 2001

KAREN JAGUANDE
6501 SW 78 TERRACE
SOUTH MIAMI, FL 33143

SUBJECT: ESSENTIAL NUTRIENTS INC.
Ref. Number: W01000024865

We have received your document for ESSENTIAL NUTRIENTS INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 801A00058989

FILED

01 NOV -7 AM 9:47

**ARTICLES OF INCORPORATION
OF
ESSENTIAL NUTRIENTS INC.
a Florida corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigneds, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.
CORPORATE NAME**

The name of the corporation is **ESSENTIAL NUTRIENTS INC.**

**ARTICLE II.
NATURE OF CORPORATE BUSINESS**

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of Florida.

**ARTICLE III.
CAPITAL STOCK**

The corporation is authorized to issue and have ourstanding at any one time an aggregate number of 1,000 shares of stock having a par value of 0.10 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV.
PREEMPTIVE RIGHTS**

All shareholders of the corporation shall be vested with full preemptives rights.

**ARTICLE V.
EXISTENCE**

The corporation shall have a perpetual existence, unless sooner dissolved according to law.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI.
INITIAL REGISTERED AGENTS
AND INITIAL REGISTERED OFFICE**

The corporation's initial Registered Agents and registered office in the State of Florida are:


INITIAL REGISTERED AGENTS: Karen Jaguande

INITIAL REGISTERED OFFICE: 6501 SW 78 Terrace
South Miami, FL 33143

The principal address is the same as the registered office.

**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENTS**

Having been named Initial Registered Agents to accept service of process on the corporation at the initial Registered Office in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


Karen Jaguande

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors may be increased or decreased from time, by the By-Laws adopted by the Shareholders, but shall never be less than One nor more than Seven (7).

**ARTICLE VIII.
INITIAL DIRECTOR**

The name and address of the members of the initial Board of Directors are:

Karen Jaguande
6501 SW 78 Terrace
South Miami, FL 33143

Theresa Motta
13359 SW 142 Terrace
Miami, FL 33186

ARTICLE IX.

CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Directors with respect to his or her shares of stock multiplied by the number of Directors to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit,

ARTICLE X. INCORPORATORS

The names and addresses of the Incorporators executing these Articles of Incorporation are:

Karen Jaguande
6501 SW 78 Terrace
South Miami, FL 33143

Theresa Motta
13359 SW 142 Terrace
Miami, FL 33186

ARTICLE XI. AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, We, the Incorporators, have executed these Articles of Incorporation this 17 day of October, 2001.

Incorporators


—Karen Jaguande


Theresa Motta