

JUL-16-02 TUE 01:26 PM

LAZARUS CORPORATION

FAX:3052201440

PAGE 1

PD2000077320

FILED

02 JUL 16 PM 4:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000166965 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : LAZARUS CORPORATE FILING SERVICE, INC.

Account Number : I20000000019

Phone : (305)552-5973

Fax Number : (305)220-1440

FLORIDA PROFIT CORPORATION OR P.A.

REB, NATURAL PRODUCTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08 ✓
Estimated Charge	\$78.75

D. WHITE JUL 16 2002

H02000166965

FILED

02 JUL 16 PM 4:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

KEB, NATURAL PRODUCTS, INC.

We, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be:

KEB, NATURAL PRODUCTS, INC.

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

- a) This Corporation is organized for the purpose of engaging in a business organized under Florida General Corporation law, Chapter 607, Florida Statutes.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property,

H02000166965

H02000166965

including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, stock companies, syndicates, association firms, trusts, or persons, public or private, or by the government of the United States of America, of by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do.

ARTICLE THREE

The maximum number of shares of stock, which the corporation shall have outstanding at any time, shall be 500 SHARES, common stock
\$ 1.00 ONE DOLLAR PAR VALUE

H02000166965

H02000106965

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR

The principal office of the corporation shall be located at:

5500 S.W. 89 AVE.
MIAMI, FL. 33165

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

This corporation shall have 3 (THREE) director (s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1), not more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or Officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or hers having heretofore or hereafter been a director or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him or her in connection with any such claim or liability provided that no person shall be indemnified against, or

H02000106965

H02000166965

BOARD OF DIRECTORS

LUIS M. YERO
18210 S.W. 114 CT.
MIAMI, FL. 33157

PRESIDENT

WILMAN MOLINA
221 WEST. 42 ST.
HIALEAH, FL. 33012

VICE - PRESIDENT

RAUL HUGO CARRIL
10430 S.W. 41 TERR.
MIAMI, FL. 33165

SECRETARY

OFFICERS

LUIS M. YERO - PRESIDENT

WILMAN MOLINA - VICE - PRESIDENT

RAUL HUGO CARRIL - SECRETARY

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these
Articles of Incorporation are as follows:

NAMEADDRESS

LUIS M. YERO - PRESIDENT

18210 S.W. 114 CT.
MIAMI, FL. 33157

WILMAN MOLINA - VICE-PRESIDENT

221 WEST. 42 ST.
HIALEAH, FL. 33012

RAUL HUGO CARRIL - SECRETARY

10430 S.W. 41 TERR.
MIAMI, FL. 33165

H02000166965

H02000166965

ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director remove from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-law of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

H02000166965

H02000166965

ARTICLE TWELVE

The registered Agent for services of process in the State of Florida, and its registered office shall be: RAIL HUGO CARRIL
10430 S.W. 41 TERR.
MIAMI, FL. 33165

ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter or amend the by-laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the by-laws within its regular course or business.

H02000166965

H02000166965

FILED

02 JUL 16 PM 4:29

IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their
hands and affix their seals on this 16 day of JULY, 2002

SECRETARY OF STATE
TALLAHASSEE FLORIDA
RAUL HUGO CARRIL**ACKNOWLEDGEMENT BY RESITERED AGENT**

The undersigned, having been named in the foregoing Articles of
Incorporation of: **REB, NATURAL PRODUCTS, INC.**

To accept service of process, hereby accepts such designation.

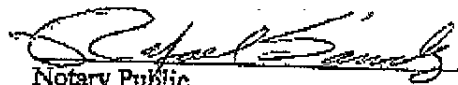
STATE OF FLORIDA)
) SS
COUNTY OF DADE)


RAUL HUGO CARRIL

BEFORE ME, the undersigned authority, duly authorized to administer oaths and
take acknowledgments, personally appeared: **RAUL HUGO CARRIL**

To me well known and known to me to be the persons described in, whom after first
being duly sworn, executed the foregoing Articles of Incorporation, freely and
voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at
Hialeah, said County and State, this 16 day of JULY, 2002.


Notary Public
State of Florida at Large

Rafael Sanchez
Commission # CG 888073
Expires Dec. 30, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

H02000166965