

To: Fl Dept of State  
Subject: 0650.53840

From: Tracy Spear

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Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

0650.53840

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BIOFARAN U.S.A., INC.**

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**ARTICLES OF INCORPORATION  
OF  
BIOFARAN U.S.A., INC.**

**ARTICLE I  
NAME**

The name of the corporation is BIOFARAN U.S.A., INC. (the "Corporation")

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation is 221 S.W. 8th Terrace, Boca Raton, Florida 33486.

**ARTICLE III  
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc. and the address of the Corporation's registered office is One Biscayne Tower, 21<sup>st</sup> Floor, 2 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE IV  
INCORPORATOR**

The name and address of the incorporator of the Corporation is: Ronald Albert, Jr., One Biscayne Tower, 21<sup>st</sup> Floor, 2 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE V  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

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**ARTICLE VI  
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII  
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock par value \$0.01 per share.

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

**ARTICLE IX  
DIRECTORS**

The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors are:

Jim Platis  
221 S.W. 8th Terrace  
Boca Raton, Florida 33486

Glenn J. Battifarano  
5301 Pine Circle  
Coral Springs, Florida 33067

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of June, 2006

  
\_\_\_\_\_  
Ronald Albert, Jr., Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT  
OF  
BIOFARAN U.S.A., INC.**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC.,**  
a Florida corporation

By: \_\_\_\_\_

*Gisela Fasco*  
Gisela Fasco, Vice President

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