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January 17, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Nutrilean Corporation

Dear Sir:

Enclosed please find an application for Certificate of Incorporation of Nutrilean Corporation, together with a check in the amount of \$122.50 covering:

Filing Fee/Certified copy	\$70.00
Registered Agent Fee	<u>52.50</u>
Total	\$122.50

Enclosed also please find the original and one copy of the aforesaid Articles of Incorporation.

Trusting the enclosed material is in order, I remain,

Very sincerely,


JOSE ANTONIO LANUZA

JAL:dl
Enclosures

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FILED
1995 JAN 23 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NUTRILEAN CORPORATION

FILED
895 JUN 23 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be NUTRILEAN CORPORATION, and the initial address of this corporation shall be 2750 S. W. 87th Avenue, Suite 208, Miami, Florida 33165.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,0000	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered offices of this corporation shall be at 2750 S. W. 87th Avenue, Suite 208, Miami, Florida 33165, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be JOSE ANTONIO LANUZA.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

JOSE ANTONIO LANUZA
2750 S. W. 87th Avenue
Suite 208
Miami, FL 33165

ARTICLE VIII

The name and address of the Initial Subscriber is JOSE ANTONIO LANUZA, 2750 S. W. 87th Avenue, Suite 208, Miami, Florida 33165.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or which is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

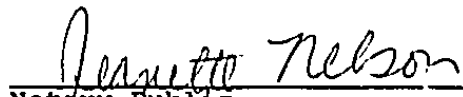
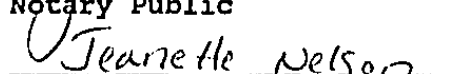
This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Initial Subscriber hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and herunto set my hand and seal this __ day of January, 1995.

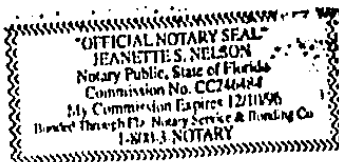

JOSE ANTONIO LANUZA

STATE OF FLORIDA))
COUNTY OF DADE)) SS.

The foregoing instrument was acknowledged before me this 19th day of January, 1995, by JOSE ANTONIO LANUZA, of NUTRILEAN CORPORATION, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced () as identification.


Notary Public

(Typed or Printed Name of Notary
Taking Acknowledgement)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is
submitted:

First, That NUTRILEAN CORPORATION, desiring to organize under
the laws of the State of Florida, has named JOSE ANTONIO LANUZA,
Miami, County of Dade, State of Florida, as its statutory
Registered Agent.

Having been named the statutory Registered Agent of the above
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open, and I accept the obligations of Section
607.325 F.S.


JOSE ANTONIO LANUZA
Registered Agent

Dated this 18th day
of January, 1995.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 JAN 23 PM 1:15

FILED