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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 PM 2:43

Will Wait
5/23/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN Will Pick Up 5:23 AAK

RE: HAERD Group USA,
Inc.

	C.C. FEE.	DISBURSED
☐ Capital Express™		
☒ Art. of Inc. File		
☐ Corp. Record Search		
☐ Ltd. Partnership File		
☐ Foreign Corp. File		
☒ () Cert. Copy(s)		
☐ Art. of Amend. File		
☐ Dissolution/Withdrawal		
☐ C U S-		
☐ Fictitious Name File		
☐ Name Reservation		
☐ Annual Report/Reinstatement		
☐ Reg. Agent Service		
☐ Document Filing	***122.50	***122.50
☐ Corporate Kit		
☐ Vehicle Search		
☐ Driving Record		
☐ Document Retrieval		
☐ UCC 1 or 3 File		
☐ UCC 11 Search		
☐ UCC 11 Retrieval		
☐ File No.'s, _____ Copies		
☐ Courier Service		
☐ Shipping/Handling		
☐ Phone ()		
☐ Top Priority		
☐ Express Mail Prep.		
☐ FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
H2ERO GROUP USA, INC.

ARTICLE I. NAME

The name of this corporation shall be H2ERO GROUP USA, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of the corporations existence shall be at the time of filing of these Articles of Incorporation by the Secretary of State. The Corporation shall enjoy a perpetual existence unless earlier dissolved.

ARTICLE III. PURPOSE

The corporation is being organized for the purpose of engaging in the business of marketing, selling, distribution, and/or providing services for household and/or commercial use products and the transacting of any and all business permitted under the laws of the State of Florida, and the United States of America.

ARTICLE IV. PRINCIPAL OFFICE. INITIAL REGISTERED OFFICE & AGENT

The corporation's principal office shall be:

20201 N.E. 29TH COURT, SUITE D-112
AVENTURA, FL 33180

The name and address of the corporation's initial registered agent is:

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32301

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue 500 shares of no par value common stock.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall never be less than one. The name and address of the initial directors are:

ISAAC AZOULAY
20201 N.E. 29TH COURT, SUITE D-112
AVENTURA, FL 33180

RICHARD BESMANOFF
20201 N.E. 29TH COURT, SUITE D-112
AVENTURA, FL 33180

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, current or former, to the fullest extent of the law.

ARTICLE IIX. INCORPORATOR

The name and address of the Incorporator filing these Articles of Incorporation is:

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., SUITE 1
TALLAHASSEE, FL 32301

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Barbara Neeley, Incorporator
president, Capital Connection, Inc.

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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

Barbara Neeley, as president of Capital Connection, Inc.
I, , hereby accept the designation as
registered agent and agree to serve as such for H2ERO GROUP USA,
INC.

Barbara Neeley
Registered Agent

Barbara Neeley, as president of Capital Connection, Inc.

, designated above to be the initial
registered agent who is personally known to me, or whom produced a
Florida drivers license as identification, personally appeared
before me at the time of notarization, and, under oath,
acknowledged signing these Articles of Incorporation of H2ERO
GROUP USA, INC

Sharon R. Zugli
Notary Public

5.23.95
Date

