

Law Offices of Ana L. Sigler, P.A.

Ana L. Sigler

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Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Nutrigen, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy. *

Thank you for your assistance in this matter.

Sincerely,

Jorge Gaviria

Please fax copy ASAP to 667-7004

Thanks !!

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

NUTRIGEN, INC.

FILED

96 JAN -9 PM 6:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is NUTRIGEN, INC.

ARTICLE II

The address of the principal office of the corporation is:
10955 SW 41 ST., MIAMI, FLORIDA 33165

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ONE HUNDRED (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The purpose of this corporation shall be to engage in business and matters related to health and nutrition, and any other general purpose authorized by Florida Statutes Chapter 607.

ARTICLE V

The initial street address of the corporation's principal office is: 10955 SW 41 st., Miami, Florida 33165.

Evidio Sanchez
10955 SW 41 st.
Miami, Florida 33165

The **registered agent** shall be:

Evidio Sanchez
10955 SW 41 st.
Miami, Florida 33165

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The names and addresses who will serve on the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Evidio Sanchez	10955 SW 41 st. Miami, Florida 33165

ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jorge Gaviria, Esq.	9769 S. Dixie Hwy. Suite 201 Miami Fl. 33156

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX PREEMPTIVE RIGHT

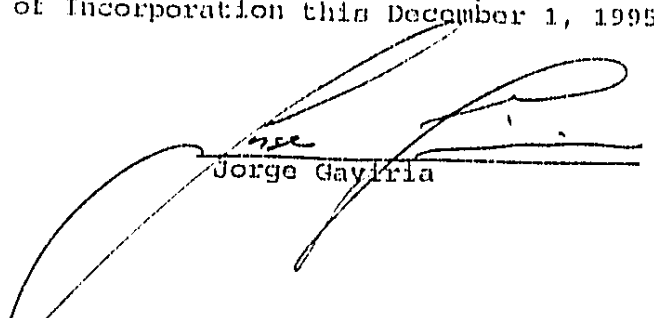
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares equals at the time of issue bears the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special,

regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Statute 607.0820(4).

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this December 1, 1995.



Jorge Gaviria

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Nutrigen, Inc.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).



Evidio Sanchez