

P96000008679

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Off/2/9/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	4:00		CK No.
BY			

WALK-IN Will Pick Up 1/29 12:00

FILE: Marlene Martinez
Healthy Products
CLUC

C.O. FEE. DISBURSED
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
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☒ () Cert. Copies photo
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☐ Dissolution/Withdrawal
☐ C U S
☐ Fictitious Name File
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☐ 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	

RECEIVED
 96 JUN 29 4 39 PM '96
 DIVISION OF CORPORATE REGISTRATION

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, 16% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
WAKE NATURAL HEALTHY PRODUCTS, INC.

FILED
96 JAN 29 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is:

WAKE NATURAL HEALTHY PRODUCTS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1323 S. STATE 7, SUITE 445
N. LAUDERDALE, FL 33068**

ARTICLE III: PURPOSE

This corporation may engage in any activity or business permitted under the law of United States and Florida.

ARTICLE IV: SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 200 shares of common stock having a par value of .01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be

in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**MARIO D. GERMAN
SUITE 3300
2101 W. COMMERCIAL BLVD.
FT. LAUDERDALE, FL 33309**

ARTICLE VI: INCORPORATOR(S)

The incorporator of the corporation assigns to this Corporation the incorporator's rights under Section 607.161, Florida Statutes, to constitute a corporation, and the incorporator assigns to those persons designated by the Board of Directors any rights the incorporator may have to acquire any of the capital stock of this stock of this corporation, this assignment becoming effective on the date corporate existence begins. The name(s) and address(es) of each incorporator is(are):

Name

Address

MARIO D. GERMAN

SUITE 3300

2101 W. COMMERCIAL BLVD.

FT. LAUDERDALE, FL 33309

ARTICLE VII

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on the shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval of the Board of Directors. Thereafter, every amendment shall be approved at the shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The corporation shall have (1) one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the director(s) are:

**WILBERT PARIGUANA
1323 S. SOUTH STATE ROAD 7, SUITE 445
N. LAUDERDALE, FL 33068**

ARTICLES IX: DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors name below shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or appointed.
2. The qualifications, time and place of election and term of office of each Director shall be provided for in the Bylaws of the Corporation.

3. The officers of this Corporation may consist of a President, Vice President, Secretary and Treasurer, and such other officers and agent as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such Bylaws.

ARTICLE X: INDEMNIFICATION OF DIRECTORS

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgement in its favor by reason of this being or having a Director or any officer of the Corporation, or Director of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence of misconduct, in the performance of the Directors duty to the Corporation.

2. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgement in its favor, whether civil or criminal, brought to impose a liability or penalty in such Director in the Director's capacity as Director or an officer of the Corporation, or officer of any other corporation which the Director or officer serves as such at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable

belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suite or proceeding by judgement, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such action was in the best interests of the Corporation or that the Director had reasonable ground for belief that such action was lawful.

ARTICLE XI: LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation Bylaws. The defense if any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course if attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director,

the Corporation shall indemnify and save the Director harmless.

ARTICLE XII: REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgement, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE XIII: BYLAWS

The power to adopt, alter, amend or repeal Bylaws be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders specifically provided that the bylaw is not subjected to amendment or repeal by the directors.

The undersigned incorporator(s) has (have) excuted these Articles of Incorporation this January 25, 1996.

A handwritten signature in black ink, appearing to read "Mario J. Fern", is written over a horizontal line.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of the registered agent.

[Handwritten Signature]