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Miguel J. Rodriguez, CPA  
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Zena Kinzbrunner, CPA

FILED  
96 AUG 19 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 13, 1996

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Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

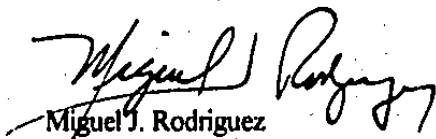
Please find enclosed an original set of the ARTICLES OF INCORPORATION for Viscaya Nutrition, Inc. and a check in the amount of \$122.50, for the filing fee.

Viscaya Nutrition, Inc. would like this incorporation to be effective upon receipt of and acknowledgment of said Articles, by your office.

Please return any papers or information regarding this to me at the first address listed below. I may be reached between 9:00 and 5:00 Monday through Friday if you require any additional information.

Sincerely yours,

**RODRIGUEZ, KINZBRUNNER & COMPANY**

  
Miguel J. Rodriguez

Enclosures (2)

cc: Viscaya Nutrition, Inc.

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**ARTICLES OF INCORPORATION**

**OF**

**VISCAYA NUTRITION, INC.**

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**Article I - Name**

The name of the corporation shall be:

VISCAYA NUTRITION, INC.

The principal place of business of this corporation shall be 5703 N. University Drive, Tamarac, FL 33321.

**Article II - Duration**

This corporation shall commence its corporate existence on the later of (1) the date of execution and acknowledgment of these Articles or (2) the date that these articles are received by the Florida Department of State.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Article IV - Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

#### Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5703 North University Drive, Tamarac, FL 33321 and the name of the initial registered agent of this corporation at that address is Sergio Yibirin.

#### Article VII - Initial Board of Directors

This corporation shall have one (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors shall hold office for the first year, until they resign, or until their successors are elected. The names and addresses of the initial directors of this corporation are:

Juan C. Yibirin  
5703 N. University Drive  
Tamarac, FL 33321

Sergio Yibirin  
5703 N. University drive  
Tamarac, FL 33321

Maria R. Yibirin  
5703 N. University Drive  
Tamarac, FL 33321

#### Article VIII - Incorporators

The name and address of the person signing these Articles is:

Sergio Yibirin  
5703 N. University Drive  
Tamarac, FL 33321

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XI - Amendment

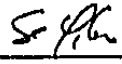
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 14<sup>th</sup> day of August 1996.

S. Yibirin  
Sergio Yibirin

Acceptance of Designation

The undersigned, Sergio Yibirin, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
\_\_\_\_\_  
Sergio Yibirin

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