



ACCOUNT NO. : 072100000032

REFERENCE : 284511 85280A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 6, 1997

ORDER TIME : 2:22 PM

ORDER NO. : 284511-005

EFFCUT DATE

3.4.97

100-102106-11

06/07/97-11/08/98 005
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CUSTOMER NO: 85280A

CUSTOMER: Terry V. Hauser, Esq
TERRY V. HAUSER, P.A.

Suite 1000
444 Brickell Avenue
Miami, FL 33131

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97 MAR -6 PM 3:32

26-01-1962

DOMESTIC FILING

NAME: INTERNATIONAL HEALTH
FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
MAR -6 AM 11:23
97
STATE
TALLAHASSEE, FLORIDA

K.R. MAR - 7 1997

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL HEALTH FOODS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation is:

INTERNATIONAL HEALTH FOODS, INC.

ARTICLE II.

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 7,500 shares of \$1.00 (One Dollar) par value common stock.

ARTICLE III.

A. This Corporation is to exist perpetually.

B. The corporate existence of this Corporation shall commence on the date these Articles are executed.

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DIVISION OF CORPORATION

ARTICLE IV.

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Address of Registered Office

Terry V. Hauser

Suite 1000
444 Brickell Avenue
Miami, Florida 33131.

ARTICLE V.

The name and post office address of the incorporator of these Articles of Incorporation is:

Registered Agent

Address of Registered Office

Terry V. Hauser

Suite 1000
444 Brickell Avenue
Miami, Florida 33131.

ARTICLE VI.

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII.

The Corporation shall have two (2) directors initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be fewer than one director, nor more than five (5) directors.

ARTICLE VIII.

The principal office and mailing address of the Corporation shall be as follows:

Principal Office

19335 South Dixie Highway
Miami, Florida 33157

Mailing Address

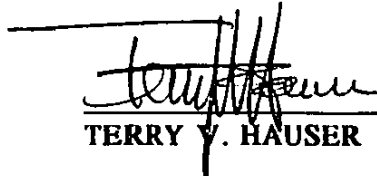
19335 South Dixie Highway
Miami, Florida 33157.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

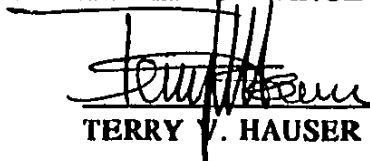
ARTICLE IX.

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the incorporator has hereunto executed these Articles of Incorporation effective this 4th day of March, 1997, at Miami, Florida.


TERRY V. HAUSER [SEAL]

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.


TERRY V. HAUSER 3/4/97
Date