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NAME: HERBAL U.S.A. CORPORATION

AUDIT NUMBER.....H97000008214

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

HERBAL U.S.A. CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- FIRST:** The name of the Corporation is Herbal U.S.A. Corporation (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 13783 Southwest 66th Street, Suite 219, Miami, Florida 33183.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Michael P. Nido, Esquire, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Michael P. Nido, Esquire
Florida Bar Number 082368
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
305-373-9400

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Jose Diaz
13783 Southwest 66th Street
Suite 219
Miami, Florida 33183

Eduardo Naranjo
13783 Southwest 66th Street
Suite 219
Miami, Florida 33183

EIGHTH: The corporate existence of the Corporation shall commence on May 19, 1997.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of May, 1996.



Michael P. Nido, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0303 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado
Anna Salgado, Vice President

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TALLAHASSEE, FLORIDA

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