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SHELDON ENGELHARD, P.A.
COUNSELLOR AT LAW



SHELDON ENGELHARD (FL & NY)

THE PLAZA
5355 TOWN CENTER ROAD
SUITE 801
BOCA RATON, FLORIDA 33486

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1501 BROADWAY
NEW YORK, NEW YORK 10036

July 31, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/01/97--01068--018
****122.50 ****122.50

RE: Health & Energy USA, Inc.

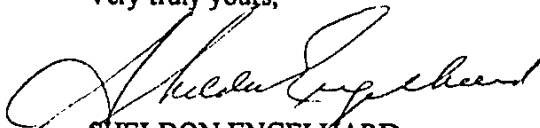
Gentlemen:

We are enclosing the original and one copy of Articles of Incorporation for this proposed corporation together with our check in the amount of \$122.50.

The enclosed check represents the Filing Fees, Fee for the Registered Agent Designation, and one Certified Copy of the Articles of Incorporation.

Your cooperation will be appreciated.

Very truly yours,


SHELDON ENGELHARD

SE:sgb
enclosures

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BSB

STATE
TALLAHASSEE, FLORIDA

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STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEALTH & ENERGY USA, INC.

The undersigned, subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation is: HEALTH & ENERGY USA, INC.

ARTICLE II

Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue Five Hundred (500) shares of no par value Common Stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The principal office, if known, or the mailing address of the corporation is:

c/o Sheldon Engelhard
The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

The name and street address of the Initial Registered Agent of this Corporation is:

Sheldon Engelhard, Esq.
The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

ARTICLE VI

Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Sheldon Engelhard, Esq.
The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of July, 1997.


SHELDON ENGELHARD

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TALLAHASSEE FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

Certificate of Registered Agent
of
HEALTH & ENERGY USA, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at The Plaza, Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486, has named Sheldon Engelhard, Esq., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Law in keeping open said office.


SHELDON ENGELHARD
Registered Agent