



THE UNITED STATES
CORPORATION
COMPANY

PA7000105838

ACCOUNT NO. : 072100000032

REFERENCE : 638240 4303929

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajits

ORDER DATE : December 16, 1997

ORDER TIME : 4:02 PM

ORDER NO. : 638240-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

300002374229--0

DOMESTIC FILING

NAME: OREX INTERNATIONAL
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 8:57

RECEIVED
97 DEC 16 PM 4:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALLS CHURCH, VA 22044

ga
12/17/97

**ARTICLES OF INCORPORATION
OF
OREX INTERNATIONAL CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

The name of the corporation is OREX INTERNATIONAL CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation are: 2660 N.W. 75th Avenue, Miami, Florida 33122.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2660 N.W. 75th Avenue, City of Miami County of Dade State of Florida 33122, and the name of its initial registered agent at such office is Adolfo Moreno.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Antoine A. Abi Raji
2660 N.W. 75th Avenue
Miami, Florida 33122

James R. Martin, Jr.
2660 N.W. 75th Avenue
Miami, Florida 33122

John Busch
2660 N.W. 75th Avenue
Miami, Florida 33122

Adolfo Moreno
2660 N.W. 75th Avenue
Miami, Florida 33122

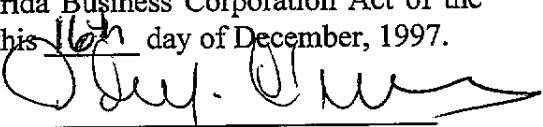
ARTICLE VII

The name of the Incorporator is Adolfo Moreno and the address of the Incorporator is 2660 N.W. 75th Avenue, Miami, Florida 33122.

ARTICLE VIII

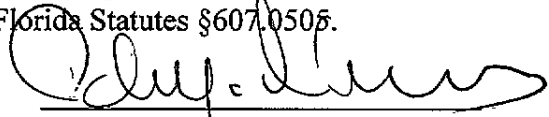
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of December, 1997.


ADOLFO MORENO,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of OREX INTERNATIONAL CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



ADOLO MORENO,
Registered Agent

Dated: December 16th, 1997

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