

EDUARDO C. BARAGANO, P.A.

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EDUARDO C. BARAGANO
ATTORNEY AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 AM 8:57

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January 21, 1997

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Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314


RE: VITAGEN, INC.

Dear Madam/Sir:

Enclosed please find a check in the amount of \$122.50 dollars, for filing fees, certify copy and registered agent designation.

Thank you for your cooperation in this matter.

Sincerely,



Eduardo C. Baragano, Esq.
ECB/sp.
Encls.

D. BROWN JAN 28 1998

ARTICLES OF INCORPORATION
OF
VITAGEN, INC.

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The undersigned, Eduardo C. Baragano, acknowledge and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME:

The name of this corporation shall be:
VITAGEN, INC.

ARTICLE II

PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 2601B West Davie Blvd, Fort Lauderdale, FL 33312.

ARTICLE III

The general nature of the business and businesses to the transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation. It is expressly declared and provided that the corporation, to carry on its business, or for the purpose of

publishing any of the objects here in above mentioned shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other power, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state and which now or here after may authorized by law:

ARTICLE IV

SHARES:

The authorized capital stock of this corporation shall consist of: Thirty Thousand (10,000) shares of common stock, One dollars (\$1.00) par value.

ARTICLE V

EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the corporation's initial Registered Office is 2601B West Davie Blvd, Fort Lauderdale, FL 33312. The initial Registered Agent for the corporation is Eduardo C. Baragano located at the initial address of the corporation.

ARTICLE VII

DIRECTORS:

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VIII

FIRST BOARD:

The following shall constitute the First Board of Directors of the corporation:

Eduardo C. Baragano	2601B West Davie Blvd Fort Lauderdale, FL 33312
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INCORPORATOR:

The name and address of the initial Incorporator of the corporation is as follows:

Eduardo C. Bargano	2601B West Davie Blvd Fort Lauderdale, FL 33312
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ARTICLE IX

GENERAL PROVISION:

- (a) The private property of the Stockholder shall not be subject to the payment of any corporate debts to any extend whatsoever.

- (b) Subject to the provisions and conditions of the article the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just value to be fixed by its Board of Directors.
- (c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extend and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.
- (d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonable incurred by him in connection with arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extend permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.
- (e) All share holders of the corporation shall be vested with full preemptive rights.

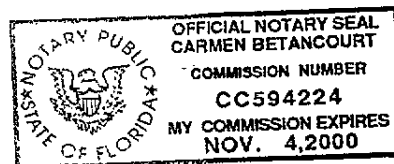
Subscribed at Fort Lauderdale, Florida, this 21th day of January, 1998.

Eduardo C. Baragano
Eduardo C. Baragano
Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss:

The foregoing Articles of Incorporation of VITAGEN, INC be acknowledged before me this 21th day of January, 1998, by Eduardo C. Baragano.

Carmen Betancourt
Notary Public, State of Florida.
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

In the pursuant of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That VITAGEN, INC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Eduardo C. Baragano at 2601B West Davie Blvd, Fort Lauderdale, FL 33312, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, agree to comply with the provisions of said Act relative to keeping open said office.

By: Eduardo C. Baragano
Eduardo C. Baragano
Registered Agent

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