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March 25, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: NUTRIPHARMS USA, INC.

Gentlemen:

Enclosed please find proposed Articles of Incorporation, Resident Agent Form, and my check in the amount of \$122.50 for the above captioned new Florida corporation. Please file the Articles of Incorporation and return one certified copy to me.

If there is any problem with this filing, please call me collect at the number shown above.

Very truly yours,


RICHARD C. LEWIS

RCL/g
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 2:25

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**ARTICLES OF INCORPORATION
OF
NUTRIPHARMS USA, INC.**

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I NAME

The name of the corporation is NUTRIPHARMS USA, INC.

ARTICLE II DURATION

The term of existence of the corporation is perpetual.

ARTICLE III PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 3600 Mystic Point, Apt. 402, North Miami Beach, FL. 33180-2557. The mailing address of the corporation is the same.

ARTICLE V AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is five thousand shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE VI REGISTERED OFFICE

The street address of the initial registered office of the corporation is 799 Brickell Plaza, Suite 702, Miami, Florida 33131, and the name of the initial registered agent at that address is RICHARD C. LEWIS.

ARTICLE VII INCORPORATORS

The name and address of the incorporator is:

RICHARD C. LEWIS

799 Brickell Plaza, Suite 702
Miami, FL 33131

ARTICLE VIII DIRECTORS

The initial board of directors of the corporation shall consist of three members. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the first board of directors is:

DEAN PETERS

3600 Mystic Point, Apt. 402
North Miami Beach, FL 33180-2557

LUIS FERNANDEZ

5731 N.W. 37 Street, Apt. 406
Virginia Gardens, FL 33166

SILVIA ZAFRILLA

134 N.W. 48 Court
Miami, FL 33126

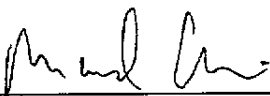
ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 25th day of March,
1998.



RICHARD C. LEWIS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

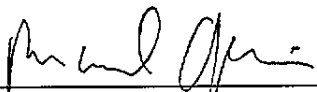
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: NUTRIPHARMS USA, INC.
2. The name and address of the registered agent and office is:

RICHARD C. LEWIS
799 Brickell Plaza, Suite 702
Miami, Florida 33131

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 27 PM 2:25

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Richard C. Lewis

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL