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RAYMOND J. PATINO  
9600 N.W. 25TH STREET SUITE 6-A  
MIAMI, FLORIDA 33172-1416

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTRA NATURAL PRODUCTS, INC.

THE UNDERSIGNED, acting as subscribers of a corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is  
INTRA NATURAL PRODUCTS, INC.

SECOND: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

THIRD: Authorized shares. The aggregate number of shares that the corporation shall have the authority to issue is SIX HUNDRED ( 600 ) shares of capital stock with a par value of \$1.00 per share.

Initial issued, SIX HUNDRED ( 600 ) shares of the capital stock of the corporation shall be issued at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FOURTH: The amount of capital with which this corporation shall begin business is not less than five hundred (\$500.00) dollars.

FIFTH: The period of duration of the corporation is perpetual.

SIXTH: The initial street address in the State of Florida of the principal office of the corporation is 9600 N.W. 25TH STREET SUITE 6-A MIAMI, FLORIDA 33172-1416

SEVENTH: The initial board of directors shall consist of ( 3 ) members, who need not be residents of the State of Florida or shareholders of the corporation.

EIGHT: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>		<u>ADDRESS</u>
EDUARDO LLANO	PRESIDENT	11100 N.W. 37TH STREET MIAMI, FLORIDA 33165
DARIO VELASQUEZ	VICE-PRESIDENT	15087 S.W. 113RD STREET MIAMI, FLORIDA 33196
MANUEL A. DEL VALLE	SECRETARY	1331 WEST 44TH STREET HIALEAH, FLORIDA 33012

NINTH: The names and addresses of the initial subscribers are as follows:

<u>NAME</u>		<u>ADDRESS</u>
EDUARDO LLANO	200 SHARES	11100 N.W. 37TH STREET MIAMI, FLORIDA 33165
DARIO VELASQUEZ	200 SHARES	15087 S.W. 113RD STREET MIAMI, FLORIDA 33196
MANUEL A. DEL VALLE	200 SHARES	1331 WEST 44TH STREET HIALEAH, FLORIDA 33012

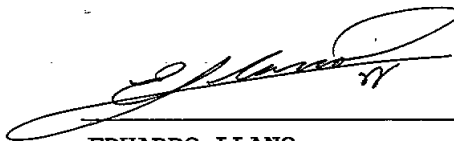
TENTH: Three-fourths of the stockholders of the corporation shall be required for any shareholder action.

ELEVENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the certificate of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the board of directors, such as the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his or her vote at said election.

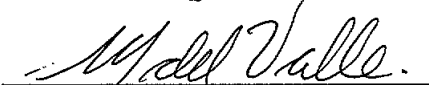
IN WITNESS WHEREOF, the undersigned have hereunto subscribed these articles of incorporation at Miami, Dade County Florida, on this 8 day of JULY, 1998.



EDUARDO LLANO



DARIO VELASQUEZ



MANUEL A. DEL VALLE

STATE OF FLORIDA

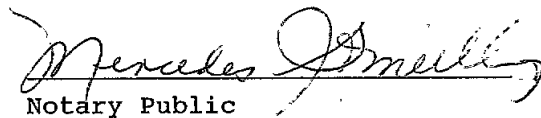
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally  
appeared

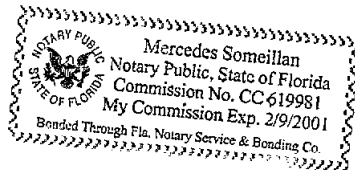
EDUARDO LLANO, DARIO VELASQUEZ AND MANUEL A DEL VALLE

who are to me well know to be the persons described in and  
who subscribed the above articles of incorporation, and they  
did freely and voluntarily acknowledge to and before me  
according to law that they made and subscribed the same for the  
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand  
official seal at Miami, Dade County, Florida, this  
8 day of JULY, 1998.

  
Notary Public

My commission expires:

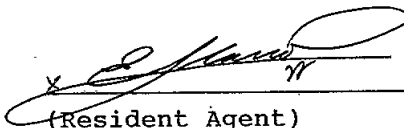


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,901, FLORIDA  
STATUTES THE FOLLOWING IS SUBMITTED:

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First: That INTRA NATURAL PRODUCTS, INC.,  
desiring to organize or qualify under the law of the State  
of Florida, with its principal place of business at the  
City of Miami, State of Florida, has named EDUARDO LLANO  
MIAMI, FLORIDA 33165, located at 11100 N.W. 37TH STREET  
as its agent to accept  
service of process within Florida.



(Resident Agent)  
EDUARDO LLANO

ACKNOWLEDGMENT:

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

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