

**P99000043097**

Florida Department of State  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**BIOGARDEN U.S.A., INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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Articles of Incorporation

of

BIOGARDEN U.S.A., INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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ARTICLE I

NAME

The name of the corporation is Biogarden U.S.A., Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class 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

Ronald A. Marini, Esq.  
One Biscayne Tower  
Two S. Biscayne Blvd  
Suite 3580  
Miami, Fla 33131  
(305) 374-4424  
Florida Bar # 354422

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**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is Two South Biscayne Blvd., Suite 3580, Miami, County of Dade, and the name of its registered agent at such address is

Ronald A. Marini, Esq.  
One Biscayne Tower  
Two South Biscayne Blvd.  
Suite 3580  
Miami, Florida 33131  
(305) 374-4424  
Florida Bar # 354422

**ARTICLE V**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Biogarden U.S.A., Inc.  
555 N.E. 15<sup>th</sup> Street  
Apt. 11B  
Miami, FL 33132

**ARTICLE VI**

**DIRECTORS**

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 one (1), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Esteban Chiriboga  
555 N.E. 15<sup>th</sup> Street  
Apt. 11B  
Miami, FL 33132

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ARTICLE VII

INCORPORATOR

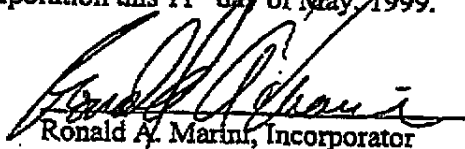
The name of the Incorporator is Ronald A. Marini and the address of the Incorporator is Two South Biscayne Blvd., Suite 3580, Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted 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 General Corporation Act of the State of Florida has signed these Articles of Incorporation this 11<sup>th</sup> day of May, 1999.

  
Ronald A. Marini, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, Biogarden U.S.A., Inc. has named Ronald A. Marini, located at Two South Biscayne Blvd., Suite 3580, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Ronald A. Marini hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 11<sup>th</sup> day of May, 1999.

REGISTERED AGENT

By:

Ronald A. Marini

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