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DAVID M. BURTON

2574 N. University Dr. Suite#218, Sunrise, Florida 33322

July 15th, 1999

Department of State Corporate Records Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

300002941153--2 -07/26/99-01089-017 *****70.00 ******70.00

RE: INCORPORATION OF LA BONNE VIE OF USA, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of **LA BONNE VIE OF USA, INC.**, (Cross ref: Good Life) and a check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated. Upon validation kindly mail the Articles to:

Paralegal Associates 25 74 fN. University Dr. Suite#218 Sunrise, Florida 33322.

Kindly phone at 1-954-749-7790 and speak with Mr. Hussain if there is a question or problem.

Respectfully,

DAVID M. BURTON

99 JUL 26 AMIO: 57
SECRETARY OF STATE
ALLAHASSEE FLORIDA

Articles of Incorporation of

LA BONNE VIE OF USA, INC.

99 JUL 26 AM 10: 57
SECRETARY UF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is **LA BONNE VIE OF USA, INC.** The principal address of the corporation is: 4400 N. Federal Hwy., #210, Boca Raton, FL 33431

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations maybe incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **90**, at **\$1.00** par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 4400 N. Federal Hwy., #210, Boca Raton, FL 33431, and the name of its initial registered agent at such address is **DAVID M. BURTON**.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DAVID M. RURTON

ARTICLE SEVEN

The number of directors constituting the initial board of directors is **three** (3), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

DAVID M. BURTON

4400 N. Federal Hwy., #210, Boca Raton, FL 33431

LARRY SAMSON

4400 N. Federal Hwy., #210, Boca Raton, FL 33431

CATHRYN GOLDSTEIN

4 00 N. Federal Hwy., #210, Boca Raton, FL 33431

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE NINE

The name and address of each incorporator is:

Name

Mailing Address

DAVID M. BURTON

4400 N. Federal Hwy., #210 Boca Raton, FL 33431 99 JUL 26 AM 10: 57
SECRETARY UF STATE
TALLAHASSEE FLORIDA

(signed)

Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.