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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 DEC -6 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: You Are What You Eat, Corporation

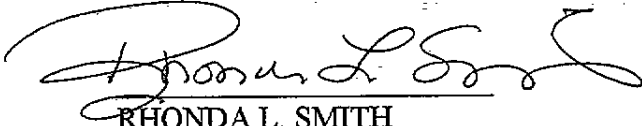
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*****87.50 *****87.50

To whom it may concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$87.50, which encompass the Filing Fee, Certified Copy Fee & the Certificate of Status Fee.

Thank you for your prompt attention to this matter.

Sincerely,



RHONDA L. SMITH
9395 Southwest 40th Street
Miami, FL 33165
(305) 252-2582

F. CHESN

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ARTICLES OF INCORPORATION
OF
YOU ARE WHAT YOU EAT, CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be **YOU ARE WHAT YOU EAT, CORPORATION.**

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to conduct any business permitted under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

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

You Are What You Eat, Corporation
c/o Rhonda L. Smith
9395 Southwest 40th Street
Miami, FL 33165

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares".

ARTICLE V - ISSUANCE OF SHARES

The Board of Directors may authorize, by majority vote, the issuance of shares for consideration consisting of any tangible or intangible property or benefit to the Corporation, including

cash, promissory notes, services performed, or promises to perform services evidenced by a written contract.

ARTICLE VI - CONSIDERATION FOR SHARES

The Board of Directors shall determine, by majority vote, that the consideration received or to be received for shares to be issued is adequate.

ARTICLE VII – INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Rhonda L. Smith
9395 Southwest 40th Street
Miami, FL 33165

ARTICLE VIII - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of this Corporation in the State of Florida shall be:

Rhonda L. Smith
9395 Southwest 40th Street
Miami, FL 33165

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Board of Directors, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Rhonda L. Smith
9395 Southwest 40th Street
Miami, FL 33165

Concepcion M. Medina Sootin
9395 Southwest 40th Street
Miami, FL 33165

ARTICLE X - OFFICERS

The name of the initial officers of this Corporation and their street addresses are:

Rhonda L. Smith (President)
9395 Southwest 40th Street
Miami, FL 33165

Concepcion M. Medina Sootin (Treasurer & Secretary)
9395 Southwest 40th Street
Miami, FL 33165

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI - TERM OF EXISTENCE

This Corporation shall have perpetual existence. This Corporation shall only be dissolved by majority vote of the Board of Directors.

ARTICLE XII - CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XIII - BY-LAWS

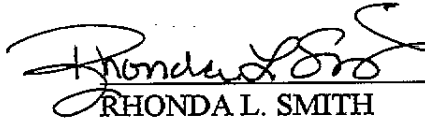
The By-Laws of this Corporation shall only be repealed or amended by majority vote of the Board of Directors.

ARTICLE XIV - AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and

approved at a shareholders' meeting by at least a majority of the shares entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 29 day of Nov, 1999.

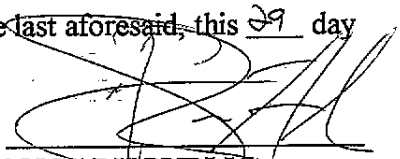

RHONDA L. SMITH

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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TALAHASSEE, FLORIDA
SECRETARY OF STATE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this day personally appeared **RHONDA L. SMITH**, known to me to be the person described herein and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: (personally known); and that an oath was taken.

WITNESS my hand and seal in the County and State last aforesaid, this 29 day of NOVEMBER, A.D. 1999.


NOTARY PUBLIC,
State of Florida at Large

SONIA RAMÓN ALONSO
Printed Notary Signature

My Commission Expires:

