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ACCOUNT NO. : 072100000032

REFERENCE : 519874 81745A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1999

ORDER TIME : 9:51 AM

ORDER NO. : 519874-010

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CUSTOMER NO: 81745A

CUSTOMER: John S. Kennelly, Esq
JOHN S. KENNELLY, ESQ
JOHN S. KENNELLY, ESQ
6849 Cobia Circle

Boynton Beach, FL 33437

DOMESTIC FILING

NAME: POLYCOSANOL USA CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 21 PM 2:08

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
99 DEC 21 AM 11:26
DIVISION OF CORPORATIONS
TALLAHASSEE FL

JLP/19

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ARTICLES OF INCORPORATION
OF
POLYCOSANOL USA CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

POLYCOSANOL USA CORPORATION

The address of the principal office of this corporation shall be 6849 Cobia Circle, Boynton Beach, Florida 33437, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

John B. Kennelly
Dir.

6849 Cobia Circle
Boynton Beach, Florida 33437

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John B. Kennelly
Pres

6849 Cobia Circle
Boynton Beach, Florida 33437

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 21, 1999.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 21 PM 2:08

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

JLZ