

F05000003929

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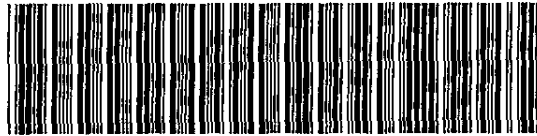
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TALLAHASSEE, FLORIDA
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 452157 5017647

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 70.00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2005

ORDER TIME : 10:21 AM

ORDER NO. : 452157-030

CUSTOMER NO: 5017647

CUSTOMER: Ms. Connie B. Walsh
Bryan Cave LLP
Suite 3600, One Metropolitan
Sq 211 North Broadway
St. Louis, MO 63102-2750

FOREIGN FILINGS

FILE SECOND

NAME: NEW CHAPTER, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. New Chapter, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 03-0301418

(FEI number, if applicable)

4. June 24, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o New Chapter, Inc., 22 High Street

7. Brattleboro, VT 05301

(Principal office address)

22 High Street, Brattleboro, VT 05301

(Current mailing address)

8. Wholesaler and manufacturer of dietary supplements. To engage in any act or
activity for which corporations may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Jean F. Dunn

(Registered agent's signature)

Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Ruth B. Austin, Secretary

(Typed or printed name and capacity of person signing application)

**OFFICERS AND DIRECTORS
OF
NEW CHAPTER, INC.**

OFFICERS:

Chairman of Board and Chief Executive Officer

Paul M. Schulick
22 High Street
Battleboro, VT 05301

President

Thomas M. Newmark
22 High Street
Battleboro, VT 05301

Vice President – Finance, Chief Financial Officer,

Secretary and Treasurer

Ruth B. Austin
22 High Street
Battleboro, VT 05301

Executive Vice President – Sales and Marketing

Herbert G. Lewis
22 High Street
Battleboro, VT 05301

Chief Operating Officer

Steve Jacobson
22 High Street
Battleboro, VT 05301

DIRECTORS:

David Abrahamson
22 High Street
Battleboro, VT 05301

Alan G. Johnson
22 High Street
Battleboro, VT 05301

Paul M. Schulick
22 High Street
Battleboro, VT 05301

Dr. Richard Sarnat
22 High Street
Battleboro, VT 05301

Delaware

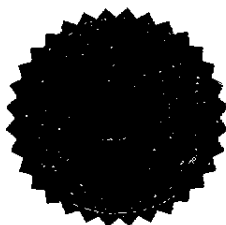
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW CHAPTER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW CHAPTER, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2005.



3991082 8300

050555105

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3998031

DATE: 07-05-05