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FOREIGN PROFIT/NONPROFIT CORPORATION

HerbalScience Nutraceuticals, Inc.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

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

2. Delaware 3. _____
 (State or country under the law of which it is incorporated) (FBI number, if applicable)

4. August 8, 2007 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1004 Chiller Center Way, Suite 200, Naples, FL 34110
 (Principal office address)

1004 Chiller Center Way, Suite 200, Naples, FL 34110
 (Current mailing address)

8. production of botanical medicine ingredients
 (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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
 (City) (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.

CT Corporation System

By: Lauren H. Kreatz
 (Registered agent's signature)

LAUREN H. KREATZ

SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the date 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:

FL019 - 0202/2004 CT System Online

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Robert T. Gow
Address: 1004 Collier Center Way, Suite 200, Naples FL 34110

Vice Chairman: _____
Address: _____

Director: John M. McClelland
Address: 1004 Collier Center Way, Suite 200, Naples FL 34110

Director: Kay F. Gow, Ed.D.
Address: 1004 Collier Center Way, Suite 200, Naples FL 34110

B. OFFICERS

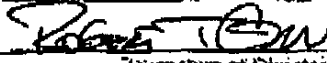
President: David H.P. King
Address: 1004 Collier Center Way, Suite 200, Naples FL 34110

Vice President: _____
Address: _____

Secretary: Jin Ting Gow
Address: 1004 Collier Center Way, Suite 200, Naples FL 34110

Treasurer: Kay F. Gow, Ed.D.
Address: 1004 Collier Center Way, Suite 200, Naples FL 34110

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. Robert T. Gow, Chairman and President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERBALSCIENCE NUTRACEUTICALS, 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 SIXTH DAY OF AUGUST, A.D. 2007.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4402265 8300

070891962



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5903211

DATE: 08-06-07