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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F98000002142

1. Corporation Name
HERBALIFE FAMILY FOUNDATION CORPORATION

Principal Place of Business
 1800 CENTURY PARK EAST
 LOS ANGELES CA 90067

Mailing Address
 1800 CENTURY PARK EAST
 LOS ANGELES CA 90067



| | | | | | |
|--------------------------------|---------|---------------------|---------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | | 26 | | 04/15/1998 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number | |
| 22 | | 27 | | 95-4487544 | |
| City & State | | City & State | | 5. Certificate of Status Desired <input type="checkbox"/> | |
| 23 | | 28 | | \$8.75 Additional Fee Required | |
| Zip | | Zip | | 6. Election Campaign Financing | |
| 24 | | 29 | | Trust Fund Contribution <input type="checkbox"/> | |
| 25 | Country | 30 | Country | \$5.00 May Be Added to Fees | |

| | | | | | | | |
|---|--|--|--|--|--|----|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301 | | | | 81 | Name | | |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | 83 | | | |
| | | | | 84 | City | FL | 85 |

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|------------------------|---|------------------------|
| TITLE | P | 1.1 TITLE | President |
| NAME | HUGHES, SUZAN | 1.2 NAME | Hughes, Mark |
| STREET ADDRESS | 1800 CENTURY PARK EAST | 1.3 STREET ADDRESS | 1800 Century Park East |
| CITY-ST-ZIP | LOS ANGELES CA 90067 | 1.4 CITY-ST-ZIP | Los Angeles, CA 90067 |
| TITLE | S | 2.1 TITLE | |
| NAME | PAIR, CHRISTOPHER | 2.2 NAME | |
| STREET ADDRESS | 1800 CENTURY PARK EAST | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | LOS ANGELES CA 90067 | 2.4 CITY-ST-ZIP | |
| TITLE | T | 3.1 TITLE | |
| NAME | GERRITY, TIMOTHY | 3.2 NAME | |
| STREET ADDRESS | 1800 CENTURY PARK EAST | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | LOS ANGELES CA 90067 | 3.4 CITY-ST-ZIP | |
| TITLE | C | 4.1 TITLE | |
| NAME | HUGHES, MARK | 4.2 NAME | |
| STREET ADDRESS | 1800 CENTURY PARK EAST | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | LOS ANGELES CA 90067 | 4.4 CITY-ST-ZIP | |
| TITLE | D | 5.1 TITLE | |
| NAME | FAULKNER, SAMANTHA | 5.2 NAME | |
| STREET ADDRESS | 1800 CENTURY PARK EAST | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | LOS ANGELES CA 90067 | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Samantha Faulkner 3/16/99 310/410-9600

CR2E037 (1/198)