



F99000005974

ACCOUNT NO. : 072100000032

REFERENCE : 458675 8796A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 3, 1999

ORDER TIME : 1:40 PM

ORDER NO. : 458675-010

CUSTOMER NO: 8796A

700003030427--6
-11/17/99--01086--012
*****87.50 *****87.50

CUSTOMER: Ms. Lina Angelici
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

BK 1

FOREIGN FILINGS

NAME: NUTRICEUTICALS.COM CORPORATION

XXXX QUALIFICATION (TYPE: CO)

7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 17 AM 8:33

SCHIFINO & FLEISCHER, P.A.
ATTORNEYS AT LAW

WILLIAM J. SCHIFINO
FRANK N. FLEISCHER
LINA ANGELICI
AMY LETTELEIR

TELEPHONE: (813)223-1535
TELECOPIER: (813)223-3070

ONE TAMPA CITY CENTER
201 NORTH FRANKLIN STREET
SUITE 2700
TAMPA, FLORIDA 33602

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 7 AM 8:33

November 3, 1999

VIA FEDERAL EXPRESS

Kimberly Clemmons
CSC - The United States Corporation Co.
1201 Hays Street
Tallahassee, Florida 32301

Re: Nutriceuticals.com Corporation (Client Ref. No. 0119)

Dear Sir or Madam:

On behalf of Nutriceuticals.com Corporation, a Nevada corporation (the "Company"), we have enclosed one (1) executed original and one (1) true copy of the form "Application By Foreign Corporation For Authorization To Transact Business In Florida" (the "Application"). Also enclosed is a check for \$87.50 made payable to the Florida Department of State for the Filing Fee, a Certificate of Status, and a Certified Copy of the Application. Please obtain from the State of Nevada a duly authenticated certificate attesting to the existence and good standing of the Company in Nevada, which certificate must accompany the filing of the Application with the Secretary of State of Florida.

Please return to the undersigned by overnight service the Certificate of Status and the Certified Copy of the Application. Please send an invoice for your filing services to the above address. Our account number is 8796-A. Thank you.

Sincerely,



Lina Angelici

Enclosures

TRANSMITTAL LETTER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 17 AM 8:33

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Nutriceuticals.com Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lina Angelici, Esquire
(Name of Person)
Schifino & Fleischer, P.A.
(Firm/Company)
201 North Franklin Street, Suite 2700
(Address)
Tampa, Florida 33602
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Lina Angelici at (813) 223-1535
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. Nutriceuticals.com Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada 3. 34-1755390
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 18, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 16, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6950 Bryan Dairy Road
Largo, Florida 33777
(Current mailing address)

8. Transact all lawful Business
(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: Schifino & Fleischer, P.A.

Office Address: 201 N. Franklin St., Ste. 2700
Tampa, Florida, 33602
(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.

Schifino & Fleischer, P.A.
By: [Signature]
(Registered agent's signature)

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

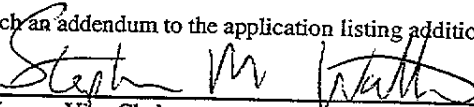
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen M. Watters, President
(Typed or printed name and capacity of person signing application)

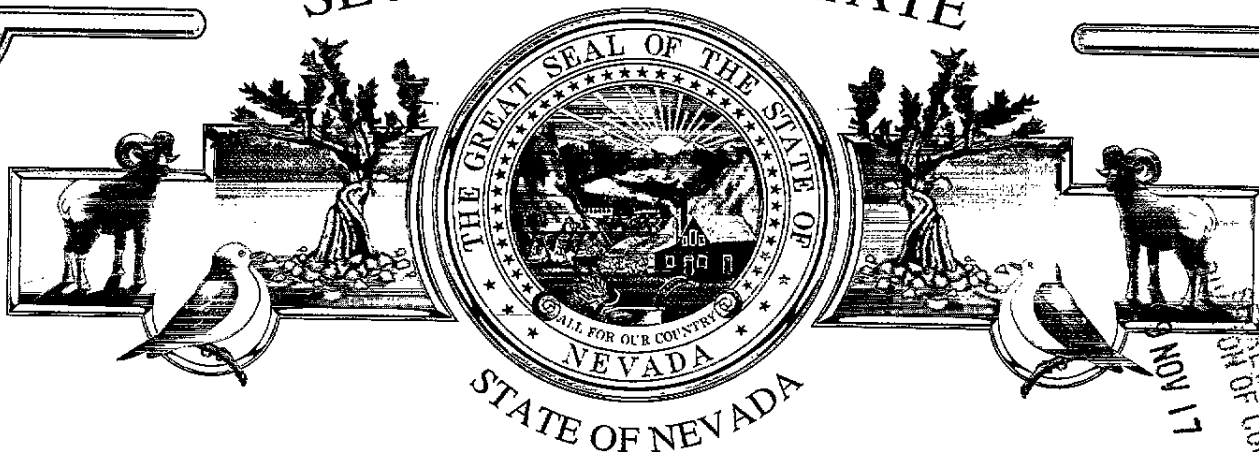
Officers and Directors Rider

The following table sets forth information for each director and executive officer of the Nutriceuticals.com Corporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 17 AM 8:33

<u>Name</u>	<u>Position</u>
Stephen M. Watters 6950 Bryan Dairy Road Largo, Florida 33777	President, Chief Executive Officer, Chief Financial Officer and Director
Dr. Howard L. Howell 701 Spottis Woode Lane Clearwater, Florida 33756	Director
Jeffrey K. Peterson 1343 Main Street Sarasota, Florida 34236	Director
M. Lisa Shasteen 101 E. Kennedy Blvd. Tampa, Florida 33602	Director
Jugal K. Taneja 6950 Bryan Dairy Road Largo, Florida 33777	Director

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 17 AM 8:33

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NUTRICEUTICALS.COM CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 18, 1993, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on November 15, 1999.



Dean Heller

Secretary of State

By

Laquelline Wray

Certification Clerk