

LAW OFFICES

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Leonard S. Englander 1, 2
H. James Fischer
Terry L. Hirsch
William K. Bennett 3
Mark M. Wall
Ronald W. Gregory, II

1 Board Certified Business
Litigation Lawyer
2 Also Licensed in Colorado
3 Certified Mediator

August 30, 2001

L01000016713

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

VIA AIRBORNE EXPRESS

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-09/27/01--01107--004
*****21.25 *****21.25

900004566009--0
-08/31/01--01058--005
****133.75 ****133.75

Re: American Generics & Nutritionals, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization with reference to the above limited liability company, in duplicate, together with a check in the amount of \$133.75 to cover the filing fee and registered agent fee.

Please immediately file the original and return to me a **certified copy** of the same. Thank you.

Sincerely,


LEONARD S. ENGLANDER

LSE/jdz

Enclosures

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 6, 2001

LEONARD S. ENGLANDER
ENGLANDER & FISCHER PA
P.O. BOX 1954
ST PETERSBURG, FL 33731-1954

SUBJECT: AMERICAN GENERICS & NUTRITIONALS, LLC
Ref. Number: W01000020677

We have received your document for AMERICAN GENERICS & NUTRITIONALS, LLC and check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$21.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 001A00050215

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
AMERICAN GENERICS & NUTRITIONALS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (*the "Act"*), hereby forms a Florida limited liability company (*this "Company"*) pursuant to the Act and hereby sets forth the following Articles of Organization (*these "Articles"*):

**ARTICLE I
Name**

The name of this Company shall be: AMERICAN GENERICS & NUTRITIONALS, LLC

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 12385 Automobile Boulevard, Clearwater, FL 34622, and such other place or places as may be designated by the manager from time to time.

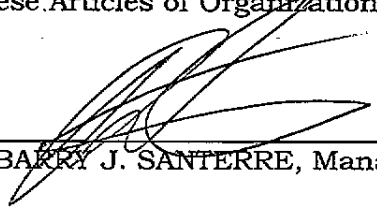
**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be Leonard S. Englander, and the address of the registered agent for service of process shall be 721 1st Avenue North, St. Petersburg, FL 33701.

**ARTICLE IV
Management of Business**

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 30TH day of August, 2001.



BARRY J. SANTERRE, Manager

Prepared By: ..

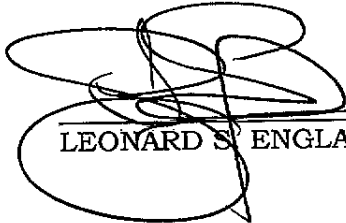
Leonard S. Englander, Esq.
Englander & Fischer, P.A.
721 1st Avenue North
St. Petersburg, FL 33701
Bar No. 198846
(727) 898-7210

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 721 1st Avenue North, St. Petersburg, Florida 33701, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

DATED: SEPTEMBER 17, 2001

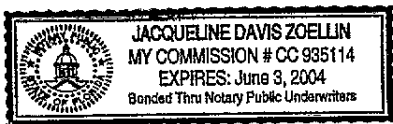


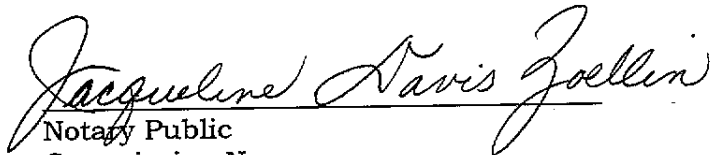
LEONARD S. ENGLANDER

STATE OF FLORIDA §
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing Certificate of Designation and Acceptance of Registered Agent and the matters and things contained therein are true and correct and that the execution of the foregoing is a free act and deed.

17th WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of September, 2001.





Notary Public
Commission No.

JACQUELINE DAVIS ZOELLIN
(Name of Notary typed, printed or stamped)

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TALLAHASSEE, FLORIDA