

SCOTT B. BABBITT, P.A.
ATTORNEY AT LAW

SCOTT B. BABBITT

March 20, 1995

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Secretary of State
State Department
Division of Corporation
The Capitol
P.O. Box 6327
Tallahassee, FL 32304

95000023822

Re: Nutraceutical Laboratories, Inc.
Nutraceutical Sciences Corp.
Our File No. 6-2-2403.3

500001438105
-03/23/95--01069--005
****122.50 ****122.50
7/8/95

Dear Madam or Sir:

Enclosed herewith are the following:

1. One original and one conformed copy of the Articles of Incorporation for Nutraceutical Laboratories, Inc.;
2. One original and one conformed copy of the Articles of Incorporation for Nutraceutical Sciences Corp.;
3. A check in the amount of \$245.00 for filing fee and certified copy fee; and
4. A self-addressed, stamped envelope.

Please file the enclosed articles and return a certified copy of each to me in the envelope provided.

Should you have any questions regarding the enclosures, please do not hesitate to contact me.

Very truly yours,

SCOTT B. BABBITT

SBB/jc
Enc.

FILED
95 MAR 23 AM 10 49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 24 1995

**ARTICLES OF INCORPORATION
OF
NUTRACEUTICAL LABORATORIES, INC.**

FILED
95 MAR 23 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **NUTRACEUTICAL LABORATORIES, INC.** The principal place of business of the corporation shall be 3462 N. University Drive, Sunrise, FL 33351, or such other place as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

The corporation may engage in any or all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is **ONE HUNDRED (100) SHARES** of common stock, each share having \$1.00 par value. Each stockholder of the corporation shall be entitled to one (1) vote for each paid, non-assessable share owned by him, and there shall be no cumulative voting. No holder of shares of the corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may

be issued, exchanged, or offered for sale by the corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be:

3462 N. University Drive
Sunrise, FL 33351

The registered agent shall be VINCENT A. BILELLO.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the corporation, but shall at no time be less than one nor more than seven. Except, as may otherwise be required by law, vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum.

ARTICLE VII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

VINCENT A. BILELLO
3462 N. University Drive
Sunrise, FL 33351

LEONARD M. COHN
3462 N. University Drive
Sunrise, FL 33351

ARTICLE VIII

SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

VINCENT A. BILELLO
3462 N. University Drive
Sunrise, FL 33351

LEONARD M. COHN
3462 N. University Drive
Sunrise, FL 33351

ARTICLE IX

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any person whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be entitled under any By-Laws, agreement, vote

of shareholders, or disinterested directors, or otherwise, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue to as a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE XI

COMMENCEMENT

This corporation shall commence its existence upon the filing and certification of these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 10 day of

March, 1995.

Vincent A. Bilello
VINCENT A. BILELLO

Leonard M. Cohn
LEONARD M. COHN

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County mentioned above, to take acknowledgments, personally appeared VINCENT A. BILELLO and LEONARD M. COHN, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same on this 10 day of March, 1995.

Denise L. Conley
Notary Public, State of Florida

Personally known

Identification produced _____

Denise L. Conley
(Print or Type Name of Notary)

My Commission Expires **DENISE L. CONLEY**
NOTARY PUBLIC—STATE OF FLORIDA*
MY COMMISSION EXPIRES 7/11/00
COMMISSION NUMBER CC30081

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

NUTRACEUTICAL LABORATORIES, INC. desiring to organize under the laws of the State of Florida with its principal office at 3462 N. University Drive, Sunrise, FL 33351, has named VINCENT A. BILELLO as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


Registered Agent

FILED
95 MAR 23 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS DOCUMENT PREPARED BY:

SCOTT B. BARBITT, P.A.
800 West Cypress Creek Road
Suite 502
Ft. Lauderdale, FL 33309
(305) 771-5297