

P 95 0000

68522
Charter Number Only

9/5/95

Saul Lipson

Requestor's Name

1515 University Dr #222

Address

Coral Springs, FL 33071

City

State

ZIP

Phone

305-755-4405

VALIDATION ONLY

FILED
95 SEP -6 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100000000001171
-09/06/95-01046-018
****122.50 ****122.50

CORPORATION(S) NAME

HERBAL SENSATIONS, INC.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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DIVISION OF CORPORATIONS

EMPIRE Toll Free: 1-800-432-3028

Name
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F. CHESSER SEP 6 1995

ARTICLES OF INCORPORATION
OF
HERBAL SENSATIONS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Herbal Sensations, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value \$ 1.00 per share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1515 University Drive, 222, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address is Saul B. Lipson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial director and officer of this corporation are:

Jose Diaz

13783 SW 66th Street 219

Miami, Florida 33183

· Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

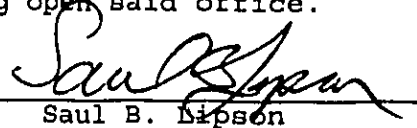
In pursuance of Chapter 48.091, Florida statutes, the following is submitted, in compliance with said act:

First - That Herbal Sensations, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida has named Saul B. Lipson at 1515 University Drive, 222, Coral Springs, Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By



Saul B. Lipson

PLACE OF BUSINESS AND CORPORATE OFFICE:

The corporate office and place of business is 13783 SW 66th Street #219, Miami, Florida 33183

ARTICLE VII - INDEMNIFICATION

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VX - AMENDMENT

This Corporation reserves the right to amend or appeal any provision in the Article of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

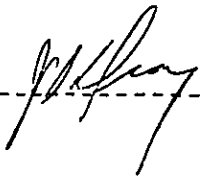
ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Jose Diaz
13783 SW 66th Street 219
Miami, Florida 33183

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1995 SEP - 6 PM 12: 53
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of August, 1995.



PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPROVED
FILED

1996 SEP -6 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION
FOR *all*
REINSTATEMENT

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

Make Check Payable To: Department of State

1. Name and Mailing Address of Corporation: **DOCUMENT # P95000068522**
Herbal Sensations, Inc.
13783 S.W. 66th Street #219
Miami, Florida 33183

2. If Address in Block 1 is incorrect in any way, enter the correct address below:

Address
City and State Zip Code

3. If Principle Office Address is different from mailing address, enter address below:

Address
City and State Zip Code

4. Date Incorporated or Qualified To Do Business in Florida
9/6/95

5. FEI Number
65-0626300

FEI Number Applied For
FEI Number Not Applicable

6. \$875
CERTIFICATE OF STATUS DESIRED

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
P/D	Jose Diaz	13783 S.W. 66th Street #219	Miami, Florida 33183
			700001952287 -09/20/96--01012--007 ***363.75 ***363.75
REINSTATEMENT			

REGISTERED AGENT INFORMATION

8. Name and Address of Current Registered Agent
Saul B. Lipson
1515 University Drive, #222
Coral Springs, Florida 33071

9. If changed, new registered agent / office
Name
B & C Corporate Services, Inc.
Street Address (Do NOT Use P.O. Box Number)
201 S. Biscayne Boulevard
Street Address (Do NOT Use P.O. Box Number)
Suite 3000
City Miami State FL Zip 33131

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent *Allison A. Lichter* Allison A. Lichter, Vice President, (305) 373-9448
REGISTERED AGENT MUST SIGN

11. If this corporation is a non-profit with I.R.S. 501(c)(3) tax exempt status, check this box (See other side for additional information.)

12. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

13. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

Signature of Officer or Director *Jose Diaz* Date 9/4/96 Daytime Phone # (305) 477-5520
Typed or printed name of signing officer or director Jose Diaz

CR25040 (8-92)

P95000068522

5/30/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:56 AM

((H97000008892 6))

O: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: HERBAL SENSATIONS, INC.
AUDIT NUMBER.....H97000008892
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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* ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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2

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

HERBAL SENSATIONS, INC.

The undersigned, President of Herbal Sensations, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), and pursuant to Sections 607.1002 and 607.1006, does hereby certify:

- 1. The name of the Corporation is Herbal Sensations, Inc.
- 2. The following provisions of the Articles of Incorporation of the Corporation are amended in the following particulars:

Article First is amended to read as follows:

FIRST: The name of the Corporation is Herbal Worldwide Holdings Corp.

- 3. The foregoing amendment was approved by the shareholders and directors of the Corporation by unanimous written consent dated as of May 16, 1997. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 21st day of May, 1997.

[Signature]

Jose Diaz, President

Michael P. Nido, Esquire
Florida Bar No. 082368
Broad and Cassel
Miami Center, Suite 3000
201 S. Biscayne Boulevard
Miami, Florida 33131
Tel. No. (305) 373-9437

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97 MAY 30 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000008892

**BROAD AND CASSEL
ATTORNEYS AT LAW**

MURRAY D. SHEAR, P.A.
MIKE SEGAL, P.A.
JEFFREY A. DEUTCH, P.A.
MICHAEL A. DEW, P.A.
C. KEN BIRDA, P.A.
ROBERT D. GALT
EDWARD B. MARKLAND, P.A.
DAVID B. MANN, II, P.A.
JAMES L. MURPHY, P.A.
NICHOLAS E. CASSEL, P.A.
CHRISTOPHER E. HENRY, P.A.
ALAN J. JAFFE, P.A.
MICHAEL STEVEN TURNER, P.A.
RICHARD C. DATHLIO, P.A.
DOUGLAS L. MANNHEIMER, P.A.
MARTIN R. PRESS, P.A.
MICHAEL A. DRIMM, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAJIKIN
CHARLES S. STRATTON, P.A.
JAMES E. SLATER, P.A.
WILLIAM C. PHILLIPP, P.A.
ALAN S. LEDERMAN, P.A.
GABRIEL L. IMPERATO, P.A.
DAVID K. MILLER, P.A.
ROBERT T. ROSEN, P.A.
ANDREW COTZIN, P.A.
KELLY OVERSTREET JOHNSON, P.A.

RANDAL M. ALLIGOOD, P.A.
JAMES J. WHEELER, P.A.
JEFFREY F. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THUDORR C. TAUB, P.A.
PETER M. CARDILLO, P.A.
LARRY B. ELLIOTT, P.A.
VIRGINIA J. WILSON
JOSE I. RODRIGUEZ, P.A.
ALAN S. STOS, JR., P.A.
MICHAEL E. GORDON, P.A.
STEVEN JOHNSON
AMY S. SCHLOSSER, P.A.
DEBORAH H. JOHNSON, P.A.
RONALD M. GACHIS, P.A.
RICHARD N. MILIAN, P.A.
LENDRE SCHULLER, P.A.
ANNE NOVICK BRAMAN, P.A.
A. JEFFREY ROBINSON, P.A.
DALB S. BERGMAN, P.A.
MARSHALL S. HARRIS, P.A.
ROBERT S. JOHNSON, P.A.
DAWN LANKFORD BOWLING, P.A.
KATHLEEN L. DEUTSCH, P.A.
MICHAEL P. BENNETT, P.A.
THOMAS J. PALMERI, P.A.
GARY W. JOHNSON, P.A.

CHRISTOPHER D. ROLLE, P.A.
MARIAN W. SCHLOW, P.A.
JODI L. CHASE
DEBRA K. SMIRTANSKI, P.A.
JAY ADAMS
JOYCE L. ELDEN
DONALD P. DUPRESNE
JEFFREY J. SUTER
BARBARA M. MANTILLO
ROBERT KOBERT
JAMES HAN BAIRD
DAVID F. MIDY, JR.
CHRISTOPHER KILLER
NICHOLAS BENJUMI
DOUGLAS B. STARCHER
GARY E. LEHMAN
DAVID J. POWERS
JONATHAN J. ELLIS
CENE E. CRICK, JR.
KATHERINE CASTOR
DAVID L. KARIAN
ANDREW LEWIS WILLIAMS
JANE B. PALMIER
ROBERT ALFERT, JR.
ROBERT F. MALLET
KEITH F. WHITE
EDGAR A. BENSIS
TAMARA CARMICHAEL

ELISABETH R. Q. SCHOLLES
ROSE PARISH-RAMON
PETER M. BERNHARDT
LEIGH ANN MURVIN
LINDA C. FRAZIER
STEVE WASKERSTEN
STEVEN J. SILVERMAN
RODGER HOCHMAN
KEVIN H. BURNETT
MICHAEL M. MONTANO
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DAVID J. DOMINICK
WILLIAM W. GARDNER
DEBRA R. POTTER
JANA M. YAW
CARL S. ROSEN
HOWARD M. ROBINSON
DAVID A. FLAKS*
SCOT WARNER
ANDREA J. FOWLER
CAROLINE MONTANUS
LUANN M. DOMINGUEZ
TYRONE L. LUFMAN
MANUEL R. VALCARCEL, IV
ALBERTO & CARDENAS
TIM M. BENTER
ROBIN CARNEY

SUITE 3000
MIAMI CENTER
201 South Biscayne Boulevard
MIAMI, FLORIDA 33131
(305) 373-9400
FAX (305) 373-9443

OF COURSE
SHEPARD ROAD
NORMAN BROAD, P.A.
J. BURTON SPRAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. GERLACI
KENNETH EDELMAN
WILLIAM P. BURNS
JODI B. LAURENCE
JEANNE K. DAMIRGLAN

* Not Admitted to Florida
Writer's Direct Line: 373-9448

September 29, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Corporate Address Changes

Dear Sir or Madam:

Please be advised that the following entities have changed their address, telephone and fax numbers effective Tuesday, September 30, 1997 as follows:

Herbal Worldwide Holdings Corp. Doc. #H97000008892
Herbal Sensations, Inc. Doc. #P97000044328
Herbal International Corporation Doc. #H7000008215
Herbal USA Corporation Doc. #P97000044284
2833 Bird Avenue
Miami, Florida 33133
Telephone No. (305) 567-9515
Facsimile No. (305) 567-1041

Thank you for your attention to this matter and we trust that the State's records will be changed accordingly. To evidence receipt of this notice, please date stamp the enclosed copy of this letter and return same to the undersigned in the self-addressed stamped envelope provided for your convenience.

Kelley
10/1