

CAPITAL CONNECTION, INC.

411 ... Tallahassee, Florida 32301  
(850) 371-1222

P970000

FILED  
OCT 12 PM 3:37  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Nutraceutical Clinical Labs, Inc

800004631648--7  
-10/11/01--01004--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

Merger &  
Name  
Change

RECEIVED  
OCT 11 PM 12:10  
DIVISION OF CORPORATION

X00789, 00572

02209 00672

Signature

Requested by:

LW

Date

10/11

Name

OR  
10/12/01

Walk-In

Will Pick Up

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NUTRACEUTICAL CLINICAL LABORATORIES INTERNATIONAL, INC., a Fla  
corp. P00000035769

INTO

NUTRACEUTICAL CLINICAL LABS, INC. which changed its name to  
**NUTRACEUTICAL CLINICAL LABORATORIES INTERNATIONAL, INC., a**  
Florida entity, P97000082726

File date: October 12, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 11, 2001

Capital Connection, Inc.  
417 E. Virginia St.  
Suite 1  
Tallahassee, FL 32301

SUBJECT: NUTRACEUTICAL CLINICAL LABS, INC.  
Ref. Number: P97000082726

We have received your document for NUTRACEUTICAL CLINICAL LABS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$750.00.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 101A00056756

RECEIVED  
01 OCT 12 AM 11:12  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*File and THANKS*

**ARTICLES OF MERGER**

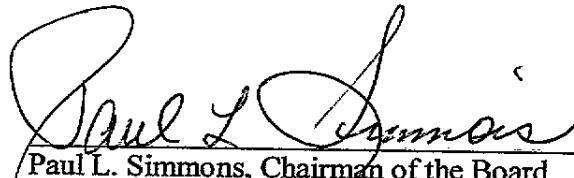
**THE FOLLOWING ARTICLES OF MERGER** of two domestic Florida corporations are submitted in accordance with the Florida Business Corporation Act pursuant to Florida Statutes § 607.1101:

01 OCT 12 PM 3:37  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

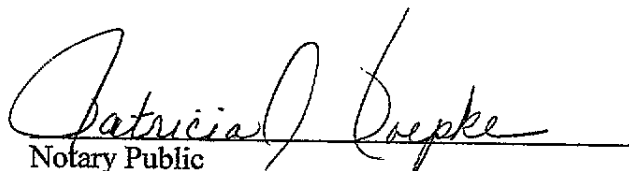
1. The name and jurisdiction of the surviving corporation is Nutraceutical Clinical Labs, Inc., a Florida for Profit Corporation, Florida entity no. P97000082726, which immediately upon the effective date of this merger, has amended its Articles of Incorporation to change its name to that of the non-surviving corporation, Nutraceutical Clinical Laboratories International, Inc., and will utilize the Federal Employee Identification Number 593638624 of the non-surviving corporation.
2. Nutraceutical Clinical Labs, Inc. is not a reporting company and is currently listed on the National Quotation Bureau Pink Sheets Board d/b/a Nutraceutical Clinical Laboratories International, Inc. with the trading symbol NCCL.
3. The name and jurisdiction of the non-surviving corporation is Nutraceutical Clinical Laboratories International, Inc., a Florida for Profit Corporation, Florida entity no. P0000035769, which will dissolve on the effective date of the merger.
4. The manner and basis for converting the outstanding shares of the non-surviving corporation is for each share of the non-surviving corporation to be converted to one share of the surviving corporation.
5. The boards of directors of Nutraceutical Clinical Labs, Inc. and Nutraceutical Clinical Laboratories International, Inc. adopted the attached Plan of Merger on the 16 August 2001.
6. No vote of the shareholders of Nutraceutical Clinical Labs, Inc. on the merger was conducted or required pursuant to Florida Statutes § 607.1103(7). The articles of incorporation do not differ from those before the merger, except to amend the name of the corporation to Nutraceutical Clinical Laboratories International, Inc., pursuant to Florida Statutes § 607.1002. The amendment to the Articles of Incorporation to change the name was passed by the board of directors on the 16 August 2001.
7. Any and all shareholders of Nutraceutical Clinical Laboratories International, Inc. entitled to vote on this merger, voted and approved said merger by a majority of votes cast, at the special shareholders meeting on 9 October 2001. Any shareholders who dissented from the merger, if entitled, will be paid the fair value of their shares, providing they complied with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, Florida Statutes § 607.1302 and Florida Statutes § 607.1320.


8. The boards of directors of Nutraceutical Clinical Labs, Inc. and Nutraceutical Clinical Laboratories International, Inc. have determined that the shareholders of will not recognize a gain or loss for United States federal income tax purposes from the securities transactions involved in this merger.
9. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this approval of Articles of Merger this 9<sup>th</sup> day of October 2001.

  
Paul L. Simmons, Chairman of the Board  
and President

The foregoing instrument was acknowledged before me on this 9<sup>th</sup> day of October 2001 by Paul L. Simmons, who is personally known to me.

  
Notary Public

 Patricia A Koepke  
My Commission CC924093  
Expires April 02, 2004

APPROVAL OF PLAN OF MERGER  
NUTRACEUTICAL CLINICAL LABS, INC.

Whereas, there has been submitted to and discussed at this special meeting the Plan of Merger of Nutraceutical Clinical Labs, Inc. (the "Corporation") with Nutraceutical Clinical Laboratories, International, Inc., with this Corporation being the surviving corporation which will change its name to Nutraceutical Clinical Laboratories International, Inc. upon the record filing date of the merger with the Florida Secretary of State.

Whereas, this board of directors deems it to be in the best business interests of this Corporation and its shareholders that this Corporation be merged with Nutraceutical Clinical Laboratories International, Inc., it is:

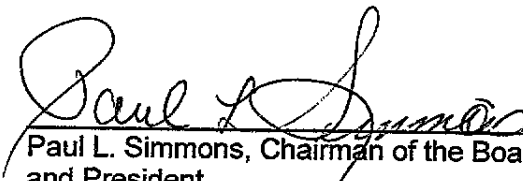
Resolved that the Plan of Merger submitted to this meeting is approved and adopted, and that this Corporation merges pursuant to such Plan.

Further resolved that the President of this Corporation is hereby authorized and directed to execute and deliver to Nutraceutical Clinical Laboratories International, Inc. the Plan of Merger submitted and adopted at this meeting, a copy of which is attached hereto as Exhibit "A", and incorporated herein by reference.

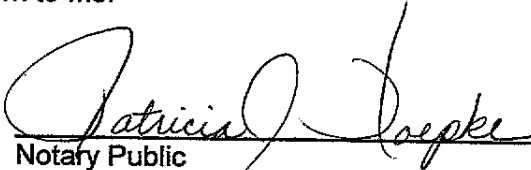
Further resolved that the officers of this Corporation are directed to prepare and execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

I hereby certify that the foregoing was adopted by a majority vote of the directors of the corporation on the 16<sup>th</sup> day of August 2001 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Approval of Plan of Merger this 16<sup>th</sup> day of August 2001.

  
\_\_\_\_\_  
Paul L. Simmons, Chairman of the Board  
and President

The foregoing instrument was acknowledged before me on this 24<sup>th</sup> day of August 2001 by Paul L. Simmons who is personally known to me.

  
\_\_\_\_\_  
Notary Public



Patricia A Koepke  
My Commission CC924093  
Expires April 02, 2004

APPROVAL OF PLAN OF MERGER  
NUTRACEUTICAL CLINICAL LABORATORIES INTERNATIONAL, INC.

Whereas, there has been submitted to and discussed at this special meeting the Plan of Merger of Nutraceutical Clinical Laboratories International, Inc. (the "Corporation") with Nutraceutical Clinical Labs, Inc., with Nutraceutical Clinical Labs, Inc. being the surviving corporation which will change its name to Nutraceutical Clinical Laboratories International, Inc. upon the record filing date of the merger with the Florida Secretary of State.

Whereas, this board of directors deems it to be in the best business interests of this Corporation and its shareholders that this Corporation be merged with Nutraceutical Clinical Labs, Inc., it is:

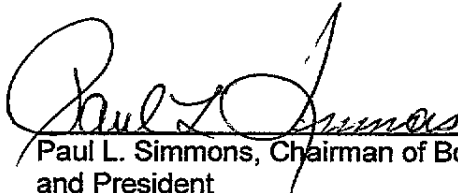
Resolved that the Plan of Merger submitted to this meeting is approved and adopted, and that this Corporation merges pursuant to the terms of such Plan.

Further resolved that the President of this Corporation is hereby authorized and directed to execute and deliver to Nutraceutical Clinical Labs, Inc. the Plan of Merger submitted and adopted at this meeting, a copy of which is attached hereto as Exhibit "A", and incorporated herein by reference.

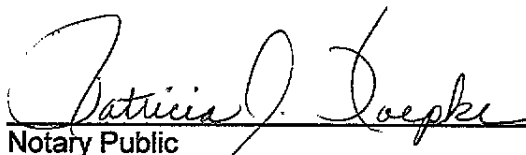
Further resolved that the officers of this Corporation are directed to prepare and execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

I hereby certify that the foregoing was adopted by a majority vote of the directors of the corporation on the 16<sup>th</sup> day of August 2001 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Approval of Plan of Merger this 16<sup>th</sup> day of August 2001.

  
\_\_\_\_\_  
Paul L. Simmons, Chairman of Board  
and President

The foregoing instrument was acknowledged before me on this 24<sup>th</sup> day of August 2001 by Paul L. Simmons, who is personally known to me.

  
\_\_\_\_\_  
Notary Public



Patricia A Koepke  
My Commission CC924093  
Expires April 02, 2004

PLAN OF MERGER


THE FOLLOWING PLAN OF MERGER is submitted in compliance with Florida Statutes § 607.1101:

1. The name and jurisdiction of the surviving corporation is:  
  
**Nutraceutical Clinical Labs, Inc.**, a Florida for Profit Corporation, Florida entity no. P97000082726.
2. The name and jurisdiction of the non-surviving corporation is:  
  
**Nutraceutical Clinical Laboratories International, Inc.**, a Florida for Profit Corporation, Florida entity no. P0000035769.
3. The terms and conditions of the merger are that **Nutraceutical Clinical Laboratories International, Inc.**, will merge into the surviving corporation, **Nutraceutical Clinical Labs, Inc.** On the date the Articles of Merger are filed with the Florida Department of State, the name of the surviving corporation will be changed to that of the non-surviving corporation, **Nutraceutical Clinical Laboratories International, Inc.** and the surviving corporation will adopt the Federal Employee Identification number of the non-surviving corporation.
4. The manner and basis for converting the outstanding shares of the non-surviving corporation is for each share of the non-surviving corporation to be converted to one share of the surviving corporation.
5. The Articles of Incorporation of the surviving corporation remain unaffected by this merger, except for an amendment to change the name of the surviving corporation to **Nutraceutical Clinical Laboratories International, Inc.** as adopted by the Board of Directors on the 16<sup>th</sup> of August 2001.

DATED this 24<sup>th</sup> day of August 2001.

Nutraceutical Clinical Labs, Inc.

Nutraceutical Clinical Laboratories International,  
Inc.

  
Paul L. Simmons, Chairman of the Board



AMENDMENT TO ARTICLES OF INCORPORATION  
NUTRACEUTICAL CLINICAL LABS, INC.

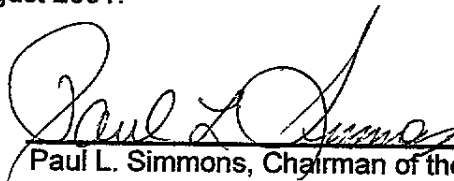
THE UNDERSIGNED, being the Chairman of the Board and President of Nutraceutical Clinical Labs, Inc. does hereby amend its Articles of Incorporation as follows:

ARTICLE 1  
NAME

1. The name of the corporation shall be NUTRACEUTICAL CLINICAL LABORATORIES INTERNATIONAL, INC.

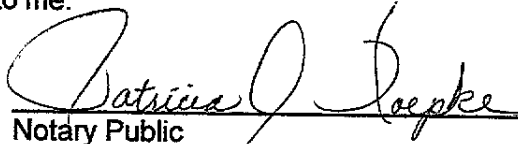
I hereby certify that the foregoing was adopted by a majority vote of the directors of the corporation on the 16<sup>th</sup> day of August 2001 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this 16<sup>th</sup> day of August 2001.



Paul L. Simmons, Chairman of the Board  
and President

The foregoing instrument was acknowledged before me on this 24<sup>th</sup> day of August 2001 by Paul L. Simmons, who is personally known to me.

  
Notary Public

Patricia A Koepke  
My Commission CC924093  
Expires April 02, 2004