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RNNM MANAGEMENT CORPORATION  
C/O A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141

October 17, 1997

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

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(9) -10/31/97-01030-009  
\*\*\*\*122.50 \*\*\*\*122.50

In Re: Incorporation of RNNM Management Corporation

To Whom It May Concern,

Enclosed please find the Articles of Incorporation for the aforementioned corporation together with the Registered Agent Certificate and filing fees. Please file same and return the original recorded Articles and corresponding certificate to the following address:

RNNM Management Corporation  
c/o A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141

If you should have any questions, please do not hesitate to contact us at (305) 868-5365 or at the above styled address.

Sincerely yours,

  
Anthony Trullienque

jt/IT

Enclosures

F. CHAMBERLAIN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
RNNM MANAGEMENT CORPORATION

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:

RNNM MANAGEMENT CORPORATION

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which

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TALLAHASSEE, FLORIDA

corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the development, marketing and distribution of any and all products and/or merchandise including but not limited to products with herbal based formulas and other formulas for the treatment of arthritis and all other types of human ailments, whether organically based or psychological based;

2.) To engage in the business of operating a research and development laboratory and to engage in any and all related activities and businesses;

3.) To engage in the retail sales of any kind of promotional item, including but not limited to vitamins, herbal formulas and natural products, household products, sporting goods, electronic goods, gifts, toys, suit cases, school & office supplies, perfumes, cosmetics, watches, household appliances and durable goods; *Health Related Products.*

4.) To engage in the business of importing and exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;

5.) To engage in the travel business and develop a

business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;

6.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

7.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

8.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful

capacity, mortgages and other interests in real, personal and mixed properties;

9.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any and all types of club related endeavors and/or ventures within and without the United States including but not limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;

10.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

11.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

#### ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be Ten Thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE  
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

FRANKLIN R. JARMAIN  
1801 South Surf DRIVE  
Fox GLOVE Co-op Apt 35  
Hollywood FL. 33019

The corporate address and/or corporate headquarters shall be located at:

6538 COLLINS AVENUE, STE. # 297  
MIAMI BEACH, FLORIDA 33141

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially.  
The name and address of the initial director of the corporation is:

Robert A. Jarmain  
2 Lake Road North  
Great Neck, New York 11020

ARTICLE SEVEN  
INCORPORATOR

The initial incorporator is as follow:

Robert A. Jarmain  
2 Lake Road North  
Great Neck, New York 11020

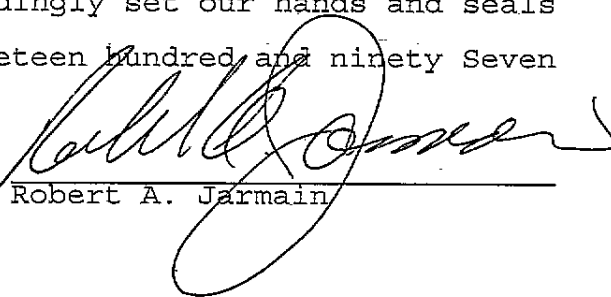
ARTICLE EIGHT  
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

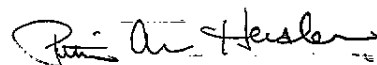
The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 20<sup>th</sup> day of October, nineteen hundred and ninety Seven (1997).

  
Robert A. Jarman

STATE OF NEW YORK     )  
                                  )  
COUNTY OF MANHATTAN   )

S.S.

  
**PATTI ANN HEISLER**  
Notary Public, State of New York  
No. 44-4773673  
Qualified in Rockland County  
Commission Expires March 30, 1998

Sworn to before me this 20<sup>th</sup> day  
of October, 1997

BEFORE ME, a Notary Public authorized to take  
acknowledgments in the State of New York, County of  
Manhattan, personally appeared :

ROBERT A. JARMAIN

and known to me and known by me to be the person who  
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 20 day of October, nineteen hundred and ninety  
Seven (1997).

My commission expires: March 1998

PATTI ANN HEISLER  
Notary Public, State of New York  
No. 44-6773873  
Qualified in Rockland County  
Commission Expires March 30, 1998

Patti Ann Heisler  
Notary: State of New York

*[Handwritten signature]*



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

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97 OCT 31 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST--That RNNM MANAGEMENT CORPORATION is  
qualified to do business under the laws of the State of  
Florida with its principal office at 6538 COLLINS AVENUE, STE. # 297,  
MIAMI BEACH, FL 33141, Miami Beach, Florida \_\_\_\_\_,  
and has appointed FRANKLIN R. JARMAN located at  
1801 So Sun Dr. FoxGlove Cdp <sup>APT 31</sup> MIAMI, Florida, 33019,  
County of DADE, State of Florida, as its agent to accept  
Service of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity and  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY: Franklin Jarmar  
REGISTERED AGENT

*[Handwritten signature]*