



**THE UNITED STATES
CORPORATION
COMPANY**

513398

98 MAR -4 AM 9:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 727838 7122837

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 35.00

ORDER DATE : March 4, 1998

ORDER TIME : 10:12 AM

ORDER NO. : 727838-005

CUSTOMER NO: 7122837

CUSTOMER: Adam J. Morgan, Esq
Rexall Sundown Inc.
851 Broken Sound Pkwy. Nw

Boca Raton, FL 33487

Amend

900002446769--9

DOMESTIC AMENDMENT FILING

NAME: REXALL SUNDOWN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

3/4/98
<i>Don</i>
<i>Don</i>
<i>Don</i>
<i>Don</i>
<i>Don</i>
W.P. Verifier

RECEIVED
98 MAR -4 AM 11:29
DIVISION OF CORPORATION

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REXALL SUNDOWN, INC.**

FILED
98 MAR -4 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Rexall Sundown, Inc., a Florida corporation, adopts the following articles of amendment (the "Amendment") to its Amended and Restated Articles of Incorporation as follows:

FIRST: The name of the corporation is Rexall Sundown, Inc. (the "Company")

SECOND: The first paragraph of Article IV of the Company's Amended and Restated Articles of Incorporation shall be amended in its entirety to read as follows:

"ARTICLE IV

Capital

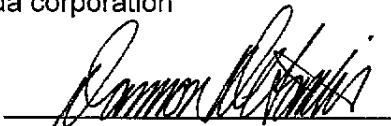
The aggregate number of shares which the Company shall have authority to issue is Two Hundred Million (200,000,000) shares of Common Stock having a par value of one cent (\$.01) per share and Five Million (5,000,000) shares of Preferred Stock having a par value of one cent (\$.01) per share."

THIRD: The foregoing Amendment was approved by (i) the Company's shareholders on February 4, 1998 and the number of votes cast for the Amendment by the shareholders was sufficient for approval and (ii) all the Directors of the Company on December 15, 1997, in the manner prescribed by Section 7607.1003, Florida Statutes.

FOURTH: This Amendment is limited as specified and shall not constitute a modification, acceptance, or waiver of any other provision of the Amended and Restated Articles of Incorporation of the Company, which shall remain in full force and effect.

Executed this 26th day of February, 1998.

REXALL SUNDOWN, INC.,
a Florida corporation

By: 
Damon DeSantis, President