



THE UNITED STATES
CORPORATION
COMPANY

A99000000126

ACCOUNT NO. : 072100000032

REFERENCE : 106944 7122837

A99000000126

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 21, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 106944-005

CUSTOMER NO: 7122837

CUSTOMER: Richard S. Werber, Esq
REXALL SUNDOWN INC.
REXALL SUNDOWN INC.
851 Broken Sound Pkwy. NW

Boca Raton, FL 33487

800002749798--3
-01/21/99--01071--014
***1837.50 ***1837.50

800002749798--3
-01/21/99--01071--015
*****8.75 *****8.75

DOMESTIC FILING

NAME: MALLORY DEVELOPMENT, LTD.

EFFECTIVE DATE: 01/21/99

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: BKC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 1:49

RECEIVED
99 JAN 21 PM 12:08
DIVISION OF CORPORATION
1/21/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MALLORY DEVELOPMENT, LTD.**

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The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

MALLORY DEVELOPMENT, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Charles E. Muller, II
9350 South Dixie Highway, Suite 1550
Miami, Florida 33156

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

Mallory Development, Inc.
6111 Broken Sound Parkway, N.W.
Boca Raton, Florida 33487

9900000563

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

6111 Broken Sound Parkway, N.W.
Boca Raton, Florida 33487

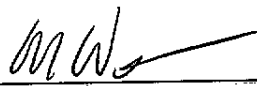
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5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2027.

IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Boca Raton, Florida, this 20 day of January, 1999.

Mallory Development, Inc.,
general partner

By: 
Richard Werber, its Secretary

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AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The undersigned General Partner of MALLORY DEVELOPMENT, LTD. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is \$0 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$500,000.

Mallory Development, Inc.,
general partner

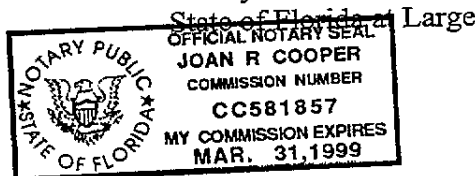
By: *Richard Werber*
Richard Werber, its Secretary

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was signed before me this 20th day of January, 1999, by Richard Werber in the capacity indicated. He is personally known to me or has produced a Florida Driver's License as identification and did take an oath.

Joan R Cooper
Name: _____
Commission No.: _____
Notary Public
State of Florida

My commission expires:




ACCEPTANCE

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Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for MALLORY DEVELOPMENT, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 19 day of January, 1999.



Charles E. Muller II

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