



THE UNITED STATES
CORPORATION
COMPANY

F000000004595

ACCOUNT NO. : 072100000032

REFERENCE : 796907 4388884

AUTHORIZATION : *Patricia Payik*

COST LIMIT : \$ 78.75

ORDER DATE : August 14, 2000

ORDER TIME : 10:23 AM

ORDER NO. : 796907-005

CUSTOMER NO: 4388884

600003354966--2

CUSTOMER: Mark Kosak, Esq
Mark S. Kosak, Atty.
115 Broadhollow Rd.
Suite 225
Melville, NY 11747

FOREIGN FILINGS

NAME: ROYAL NUTRITIONALS, LTD., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

RECEIVED
DIVISION OF CORPORATIONS
00 AUG 14 PM 4:40

RECEIVED
DIVISION OF CORPORATIONS
00 AUG 14 AM 11:24

h/n 8/14



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 14, 2000

ANDREA MABRY
CSC
TALLAHASSEE, FL

SUBJECT: ROYAL NUTRITIONALS LIMITED, INC.
Ref. Number: W00000019977

RECEIVED
DIVISION OF CORPORATIONS
00 AUG 14 1003 AUG 14 PM 4:40

We have received your document for ROYAL NUTRITIONALS LIMITED, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the corporation entered in Item 1 should contain the EXACT ACTUAL NAME of the corporation and a Florida corporate suffix. On the certificate please note that the exact name is indicated to be "ROYAL NUTRITIONALS LIMITED." So on line one, you should enter "ROYAL NUTRITIONALS LIMITED, INC."

ALSO, please note that the certificate you have sent from Ireland appears to be certifying a NAME CHANGE, and not actually certifying the CONTINUED EXISTENCE of the corporation.

You should be able to obtain a certificate that states that the company is incorporated AND that it hasn't been dissolved, or that it continues in existence.

Please call if you have any questions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 000A00043638

Buck -

Thanks
a Bunch!!
Andrea

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Royal Nutritionals Limited, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Ireland

(State or country under the law of which it is incorporated)

3. 98-0229159

(FEI number, if applicable)

4. 12/3/99

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 8/11/00

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Royal Nutritionals, Ltd., c/o Arthur Cox Company, Arthur Cox
Building, Earls Fort Centre, Earls Fort Terrace, Dublin 2 Ireland
(Current mailing address)

8. Manufacturer of nutritional products.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Deborah D. Skipper

(Registered agent's signature)

**Deborah D. Skipper
as its agent**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider Craig E. Nash

Address: Arthur Cox Company, Arthur Cox Building, Earls Fort
Centre, Earls Fort Terrace, Dublin 2 Ireland

Director: Scott O. Nash

Address: Arthur Cox Building, Earls Fort Centre, Earls Fort Terrace
Dublin 2 Ireland

Director: Zhenwei Yao

Address: Arthur Cox Company, Arthur Cox Building, Earls Fort Centre
Earls Fort Terrace, Dublin 2 Ireland

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider Craig E. Nash

Address: Arthur Cox Company, Earls Fort Centre, Earls Fort Terrace,
Dublin Ireland

Executive Vice President: Scott O. Nash

Address: Arthur Cox Company, Earls Fort Centre, Earls Fort Terrace,
Dublin 2 Ireland

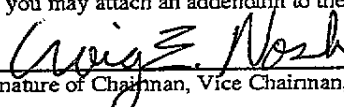
Secretary: Zhenwei Yao

Address: Arthur Cox Company, Arthur Cox Building, Earls Fort Centre,
Earls Fort Terrace, Dublin 2 Ireland

Chief Operating Officer: Bernard H. Bard

Address: 10737 Oak Lake Way
Boca Raton, FL 33498

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Craig E. Nash, Chairman & President
(Typed or printed name and capacity of person signing application)

RECEIVED
AUG 14 PM 4:40
UNITED STATES
CORPORATIONS

Number

317229

Certificate of Incorporation

on change of name

I hereby certify that

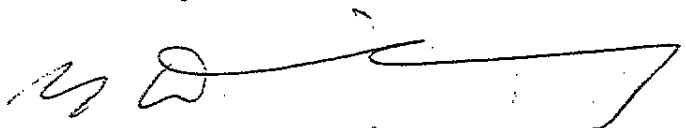
COSMOLITE LIMITED

having, by a Special Resolution of the Company,
and with the approval of the Minister for Enterprise,
Trade and Employment, changed its name, is now
incorporated as a limited company under the name

ROYAL NUTRITIONALS LIMITED

and I have entered such name on the Register accordingly.

Given under my hand at Dublin, this
Wednesday, the 16th day of February, 2000


for Registrar of Companies

WE CERTIFY THAT THE
WITHIN DOCUMENT IS A
TRUE COPY OF THE ORIGINAL

Arthur Cox
ARTHUR COX SOLICITORS

9/8/00

00 AUG 14 PM 4:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS