

F0000000006871
Mannatec, Inc.

3440 FRANCIS ROAD
ALPHARETTA, GA 30004
(770) 343-8006
FAX: (770) 343-8398

November 17, 2000

Florida Department of State
Division of Corporations
Registration/Tax Lien Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Mannatec, Inc.
FEI#: 58-1731645

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-11/22/00--01068--002
*****70.00 *****70.00

Dear Sir or Madam:

W -28146

In response to your letter of October 20, 2000, we asked our legal counsel for an opinion as to whether Mannatec, Inc., was transacting business in Florida within the meaning of Florida Statutes Section 607.1501. It is the opinion of our attorney that the activities Mannatec, Inc., conducts in Florida do not constitute transacting business within the meaning of Florida Statutes Section 607.1501 (1), because said activities fit within one or more of the exceptions listed in Florida Statutes Section 607.1501 (2). Specifically, our attorney believes that Mannatec Inc.'s activities in Florida fall within both subsection (f) and subsection (i) of Florida Statutes Section 607.1501 (2).

Nevertheless, as a precaution, we have decided to move forward with the registration. Accordingly, enclosed please find Mannatec Inc.'s application for a certificate of authority to transact business in Florida, along with the supporting documentation and fee. I believe we have provided all the information you need. However, if you have any questions, please let me know.

Yours truly,


Kerry Myrick
President

Enclosure

FILED
DEC - 8 AM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
12/12

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MANNATEC, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KERRY MYRICK

(Name of Person)

MANNATEC, INC.

(Firm/Company)

3440 FRANCIS ROAD

(Address)

ALPHARETTA, GA 30004

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

CELIA SKINNER

(Name of Person)

at (770) 343-8006

(Area Code & Daytime Telephone Number)

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00 DEC -8 AM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 29, 2000

MANNATEC, INC.
%KERRY MYRICK
3440 FRANCIS ROAD
ALPHARETTA, GA 30004

SUBJECT: MANNATEC, INC.
Ref. Number: W00000028146

We have received your document for MANNATEC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The letter you submitted is sufficient but we still need number 6 completed on the application.,

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Mays
Document Specialist

Letter Number: 200A00060591

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00 DEC -8 AM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned Kerry Myrick, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Mannatec, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia,

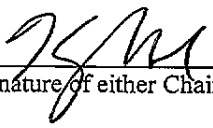
was duly adopted on January 17, 2000.

Be it resolved, that Mannatec, Inc.
(Corporate Name)

organized and existing in the State of Georgia, hereby adopts the name

Mannanet, Inc. for use in Florida.

Dated: 12-7-2000


Signature of either Chairman, Vice Chairman or any officer

Kerry Myrick

Type or print Name

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TALLAHASSEE, FLORIDA

**CONSENT OF THE BOARD OF DIRECTORS
OF
MANNATEC, INC.**

The Board of Directors of MANNATEC, INC., a Georgia corporation, by unanimous written consent, hereby consents to and hereby takes the following action pursuant to Section 14-2-821 of the Georgia Business Corporation Code.

Notice of the time, place and purpose of the meeting of the Board of Directors is hereby waived.

The following resolutions and actions are hereby consented to and adopted:

RESOLVED, that the Corporation shall operate in the states of New Mexico, South Dakota and any other state requiring the Corporation to adopt an assumed name in order to qualify to do business in that state under the assumed name of "Mannatec, Inc. d/b/a Mannanet, Inc."

FURTHER RESOLVED, that the proper officers of the Corporation and any of them be and they are hereby authorized, empowered, and directed to do and perform any and all acts and deeds necessary to carry out the purposes of the foregoing resolutions.

The Secretary is hereby directed to file this Consent in the minute book of the Corporation.

Done the 17 day of January, 2000.


Kerry Myrick, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mannatec, inc.

3440 FRANCIS ROAD
ALPHARETTA, GA 30004
(770) 343-8006
FAX: (770) 343-8398

November 17, 2000

Florida Department of State
Division of Corporations
Registration/Tax Lien Section
P.O. Box 6327
Tallahassee, Florida 32314


RE: Mannatec, Inc.
FEI#: 58-1731645

Dear Sir or Madam:

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Yours truly,


Kerry Myrick
President

Enclosure

FILED
NOV 17 2000
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

**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. MANNATEC, 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. GEORGIA 3. 58-1731645
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02-12-87 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION - See letter dated November 17, 2000.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3440 FRANCIS ROAD
ALPHARETTA, GA 30004
(Current mailing address)
8. THE SALE OF POINT-OF-SALE SOFTWARE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
- X 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

JENNIFER F AULTMAN
ASSISTANT SECRETARY

(Registered agent's signature)

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: OFFICERS ALSO SERVE AS DIRECTORS

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: KERRY MYRICK

Address: 5855 CHARLESTON LANE
CUMMING, GA 30041

Vice President:

Address:

Secretary: SHERRYL MYRICK

Address: 5855 CHARLESTON LANE
CUMMING, GA 30041

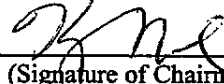
Treasurer:

Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

KERRY MYRICK, PRESIDENT

(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 003200198
CONTROL NUMBER : J706704
DATE INC/AUTH/FILED: 02/12/1987
JURISDICTION : GEORGIA
PRINT DATE : 11/15/2000
FORM NUMBER : 211

MANNATEC INC.
KERRY MYRICK
3440 FRANCIS RD
ALPHARETTA, GA 30004

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

MANNATEC, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State