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ACCOUNT NO. : 072100000032

REFERENCE : 931819 4300144

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

00 DEC 18 PM 4:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2000

ORDER TIME : 9:37 AM

ORDER NO. : 931819-005

CUSTOMER NO: 4300144

500003503425--0

CUSTOMER: Tracy Hochstein, Esq
Richards & O'neil
885 Third Avenue

New York, NY 10022-4873

FOREIGN FILINGS

NAME: NATURE'S PRIDE, INC.

XXXX QUALIFICATION (TYPE: CO)

The sale of health supplements.

RECEIVED
00 DEC 18 AM 10:39
DEPARTMENT OF STATE
DIVISION OF COMMERCE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *nk 1/2/01*

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.

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1. Nature's Pride, 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.)

Delaware

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

3. _____
(FEI number, if applicable)

4. December 13, 2000
(Date of incorporation)

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1301 Sawgrass Corporate Parkway, Sunrise, Florida
(Principal office address)

(Current mailing address)

8. THE SALE OF HEALTH SUPPLEMENTS.

(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 Rays Street

Tallahassee, Florida 32301
(City) (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

Deborah Butler

(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 business addresses of officers and/or directors:**A. DIRECTORS**Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Jose Minski, Chairman

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

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Officers and Directors of Nature's Pride, Inc.**Directors****Chairman:**

Jose Minski
1301 Sawgrass Corporate Parkway
Sunrise, FL 33323-2813

Director:

Meyer Minski
1301 Sawgrass Corporate Parkway
Sunrise, FL 33323-2813

Officers**President:**

Jose Minski
1301 Sawgrass Corporate Parkway
Sunrise, FL 33323-2813

Vice President:

Jose Minski
1301 Sawgrass Corporate Parkway
Sunrise, FL 33323-2813

Secretary:

Meyer Minski
1301 Sawgrass Corporate Parkway
Sunrise, FL 33323-2813

Treasurer

Meyer Minski
1301 Sawgrass Corporate Parkway
Sunrise, FL 33323-2813

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State of Delaware
Office of the Secretary of State

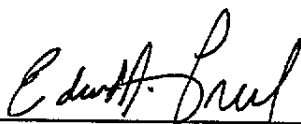
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATURE'S PRIDE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 DEC 18 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

3325712 8300

AUTHENTICATION: 0854814

001626999

DATE: 12-14-00