

AUG-26-2004 09:24
Division of Corporations

CT CORPORATION

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(5)

Florida Department of State
Division of Corporations
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STATE OF FLORIDA
TALLAHASSEE

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

AGAX/VLI Acquisition Corporation

Certificate of Status	1
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AGAX/VL Acquisition Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-1381982

(FBI number, if applicable)

4. 7/21/2004

(Date of incorporation)

5. Perpetual

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

6. August 31, 2004

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Church Street, Suite 302, Rockville, MD 20850

(Principal office address)

One Church Street, Suite 302, Rockville, MD 20850

(Current mailing address)

8. Formulating, packaging & distributing whole food dietary, herbal & nutritional supplements & related 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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida 33324

(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.


(Registered agent's signature)

ANUSHA PUTTY, VP & Asst. Sec.

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:

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A. DIRECTORSChairman: Reiner BesselmannAddress: One Church Street, Suite 302Rockville, MD 20850

Vice Chairman: _____

Address: _____

Director: Haywood MillerAddress: One Church Street, Suite 302Rockville, MD 20850Director: Arthur F. TrudelAddress: One Church Street, Suite 302Rockville, MD 20850**B. OFFICERS**President: Reiner BesselmannAddress: One Church Street, Suite 302Rockville, MD 20850Vice President: Haywood MillerAddress: One Church Street, Suite 302Rockville, MD 20850Secretary: Haywood MillerAddress: One Church Street, Suite 302, Rockville, MD 20850Treasurer: Arthur F. TrudelAddress: One Church Street, Suite 302, Rockville, MD 20850

(See Addendum attached)

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. David B. Law, Assistant Secretary

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

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

AGAX/VLI ACQUISITION CORPORATION

Additional Officer of Corporation:

Assistant Secretary: David B. Law
Address: 1900 M Street, N.W., Suite 600
Washington, D.C. 20036

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CT CORPORATION

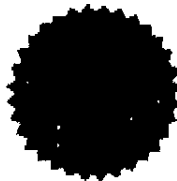
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "AGAX/VLI ACQUISITION CORPORATION"
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 TWENTY-FIFTH DAY
OF AUGUST, A.D. 2004.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3316320

DATE: 08-25-04

TOTAL P.05