

F98000000550

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ICON NUTRITIONAL RESEARCH INDUSTRIES 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:

Henry L. Headley
(Name of Person)

000002372080--8
-12/15/97-D1066-009
*****70.00 *****70.00

W97-27964

ICON NUTRITIONAL RESEARCH INDUSTRIES INC.
(Firm/Company)

1644 A. Ocean Shore Blvd.
(Address)

ORMOND BEACH, FL 32176
(City/State/Zip)

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

Henry L. Headley at (904) 441-0068
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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COURIER 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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1997

HENRY C HEADLEY
ICON NUTRITIONAL RESEARCH INDUSTRIES INC
1644 A OCEANSHORE BLVD
ORMOND BEACH, FL 32176

SUBJECT: ICON NUTRITIONAL RESEARCH INDUSTRIES INC.
Ref. Number: W97000027964

We have received your document for ICON NUTRITIONAL RESEARCH INDUSTRIES 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):

Please complete the form in ink. Also you have provided a certificate of incorporation that is not what we require in order to process the application you would need to obtain a certificate of existence (good standing) from your Secretary of State of Delaware.

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.

Michael Mays
Document Specialist

Letter Number: 297A00058966

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DIVISION OF CORPORATIONS

**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. ICON NUTRITIONAL RESEARCH INDUSTRIES 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. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/17/97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NO BUSINESS TRANSACTED YET.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1644 A Ocean Shore Blvd.
ORMOND BEACH, FL 32176
(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT or activity for which Corporations
MAY BE ORGANIZED UNDER THE General Corporation Law of Delaware.
(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)

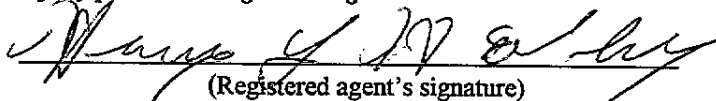
Name: Henry L Headley

Office Address: 1644 A Ocean Shore Blvd.

ORMOND BEACH, Florida, 32176
(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)

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Henry L. Headley

Address: Same as Below

Director: JACQUELINE P. CONTOIS

Address: SAME AS BELOW

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

President: JACQUELINE P. CONTOIS

Address: 1644 OCEAN SHORE BLVD.

ORMOND BEACH, FLORIDA 32176

Vice President: Henry L. Headley

Address: 1644 A OCEAN SHORE BLVD.

ORMOND BEACH, FLORIDA 32176

Secretary: Henry L. Headley

Address: _____

Treasurer: Henry L. Headley

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. Henry L. Headley

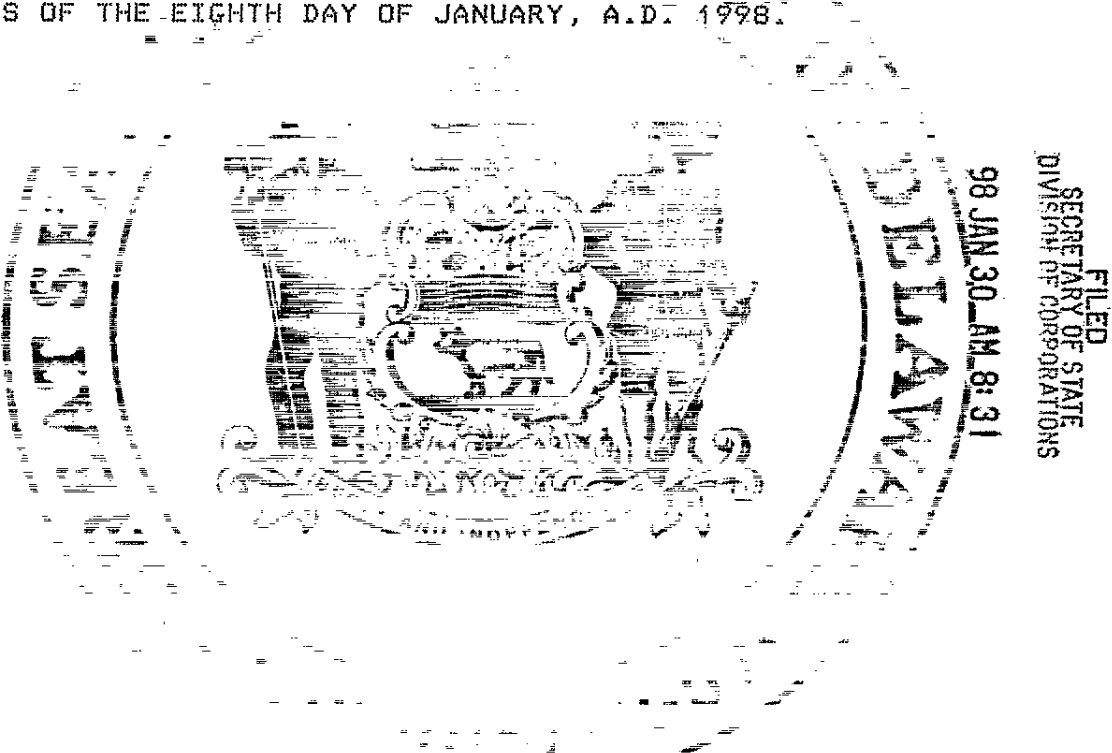
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICON NUTRITIONAL RESEARCH INDUSTRIES, 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 EIGHTH DAY OF JANUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2796923 8300

981007943

AUTHENTICATION:

8854685

DATE:

01-08-98