

F98000002358

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AMERICAN NUTRICEUTICAL PRODUCTS, 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:

JEROME B. SMITH

(Name of Person)

ROSENTHAL AND SMITH, LLP

(Firm/Company)

6345 Balboa Boulevard, Suite 330

(Address)

Encino, CA 91316

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 24 PM 1:52

FILED

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W98-8408

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-04/14/98-01085-002
*****70.00 *****70.00

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

JEROME B. SMITH

(Name of Person)

at (818) 344-9900

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

ROSENTHAL AND SMITH, LLP

A LIMITED LIABILITY LAW PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

JEROME D. SMITH
RICHARD M. ROSENTHAL*
DENNIS W. FRIED

* A PROFESSIONAL CORPORATION

ENCINO OFFICE PARK, BUILDING II
6345 BALBOA BOULEVARD, SUITE 330
ENCINO, CALIFORNIA 91316-1524

TELEPHONE (818) 344-9900
(213) 873-4703
(310) 274-1765
FACSIMILE (818) 344-9986
E-MAIL: RANDS44@AOL.COM

April 8, 1998

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

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

**Re: American Nutraceutical Products, Inc.
Application by Foreign Corporation For
Authorization to Transact Business in Florida**

Dear Sir or Madam:

Enclosed please find the following documents:

1. Application by Foreign Corporation for Authorization to Transaction Business in Florida;
2. Certificate of Good Standing from the California Secretary of State; and
3. Check in the amount of \$70.00.

Please process the enclosed documents and return a conformed copy in the stamped, pre-addressed envelope provided.

If you have any questions, please contact the undersigned.

Very truly yours,

ROSENTHAL AND SMITH, LLP



JEROME B. SMITH

JBS:pb

Enclosures

cc: American Nutraceutical Products, Inc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

JEROME B. SMITH
ROSENTHAL AND SMITH, LLP
6345 BALBOA BOULEVARD SUITE 330
ENCINO, CA 91316

SUBJECT: AMERICAN NUTRICEUTICAL PRODUCTS, INC.
Ref. Number: W98000008408

We have received your document for AMERICAN NUTRICEUTICAL PRODUCTS, 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 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 fees due this office.)

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 098A00020046

ROSENTHAL AND SMITH, LLP

A LIMITED LIABILITY LAW PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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E-MAIL: RANDS44@AOL.COM

April 21, 1998

Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: American Nutraceutical Products, Inc.
Ref. Number: W98000008408

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida. Pursuant to your request we have completed section 6 of the application to include the date the corporation first transacted business in Florida.

Thank you for your attention to this matter.

Very truly yours,

ROSENTHAL AND SMITH, LLP



JEROME B. SMITH

JBS:pb
Enclosures

**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. AMERICAN NUTRICEUTICAL PRODUCTS, 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. CALIFORNIA 3. 95-4673757
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 6, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 16, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. _____

6982 Bandini Boulevard, Los Angeles, CA 90040
(Current mailing address)

8. Any lawful activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

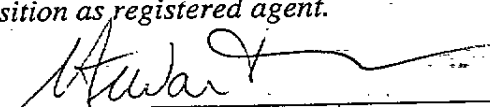
Name: STEWART ROBINS

Office Address: 300 S. Pine Island Road, Suite 210

Plantation, Florida, 33324
(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: SATOMI TSUCHIBE

Address: 6982 Bandini Boulevard, Los Angeles, CA 90040

Vice Chairman: RONALD G. UDELL

Address: 6982 Bandini Boulevard, Los Angeles, CA 90040

Director: STEWART ROBINS

Address: 300 S. Pine Island Road, Suite 210
Plantation, FL 33324

Director: _____

Address: _____

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

Chairman of the Board: _____

President: SATOMI TSUCHIBE

Address: 6982 Bandini Boulevard, Los Angeles, CA 90040

Chief Executive Officer: _____

Vice President: RONALD G. UDELL

Address: 6982 Bandini Boulevard, Los Angeles, CA 90040

Secretary: RONALD G. UDELL

Address: 6982 Bandini Boulevard, Los Angeles, CA 90040

Treasurer: HIROSHI KISHIMOTO

Address: 500 Citadel Drive, Suite 120, Los Angeles, CA 90040

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. STEWART ROBINS, President

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

98 APR 24 PM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 6th day of February, 1998

AMERICAN NUTRICEUTICAL PRODUCTS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

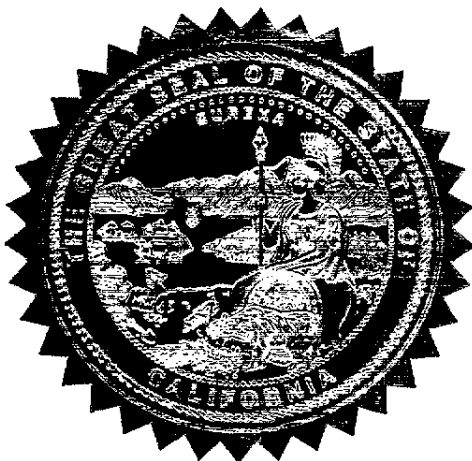
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

March 20, 1998



Bill Jones

Secretary of State

98 APR 24 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED