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April 7, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/30/98--01084--003
*****87.50 *****87.50

Re: HEALTH-TEC, INC.

To Whom It May Concern:

Please proceed with the filing of the above-named corporation as a foreign corporation doing business in Florida. Enclosed for this purpose are the following:


1. Application by Foreign Corporation for Authorization to Transact Business in Florida in duplicate.
2. Certificate of Existence with Status in Good Standing.
3. Check for \$87.50 for the filing fee.

Please address all correspondence to:

Health-Tec, Inc.
P.O. Box 1141
Key Largo, Florida 33037

Thank you for your assistance.

Sincerely,


D. Shawn Traudt
Attorney at Law

DST/sks

Enclosures

W98-10346
4/5/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1998

HEALTH-TEC, INC.
P.O. BOX 1141
KEY LARGO, FL 33037

SUBJECT: HEALTH-TEC, INC.
Ref. Number: W98000010346

We have received your document for HEALTH-TEC, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 798A00025302

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned DIANE M. Scudder, do hereby certify
(Name)

that this Resolution of the Board of Directors of HEALTH-TEC, INC
(Corporate Name)

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

was duly adopted on MARCH 13, 19 98.

Be it resolved, that HEALTH-TEC, INC
(Corporate Name)

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

FLORIDA KEYS HEALTH-TEC, INC. for use in Florida.

Dated: 5/11/98

D. M. Scudder, pres.
Signature of either Chairman, Vice Chairman or any officer

DIANE M. SCUDDER, PRES.
Type or print name

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. HEALTH-TEC, 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. Nevada

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

3. applied for

(FEI number, if applicable)

4. March 13, 1998

(Date of incorporation)

5. perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 1141

Key Largo, Florida 33037

(Current mailing address)

8. retail nutritional sales

(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:

Name: Diane M. Scudder

Office Address: 225 St. Croix Place

Key Largo

, Florida , 33037

(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.

D. M. Scudder

(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Diane M. Scudder

Address: 225 St. Croix Place

Key Largo, Florida 33037

Director: _____

Address: _____

B. OFFICERS

President: Diane M. Scudder

Address: 225 St. Croix Place

Key Largo, Florida 33037

Vice President: N/A

Address: _____

Secretary: Diane M. Scudder

Address: 225 St. Croix Place

Key Largo, Florida 33037


Treasurer: Diane M. Scudder

Address: 225 St. Croix Place

Key Largo, Florida 33037

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

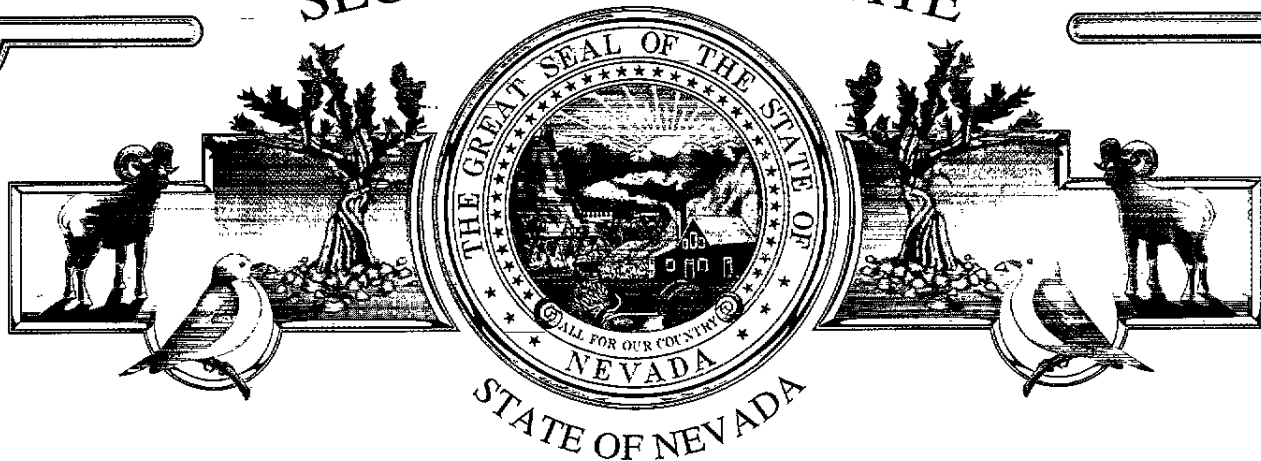
13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Diane M. Scudder, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **HEALTH-TEC, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 13, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on March 13, 1998.



Dean Heller

— Secretary of State

By

Rick In

— Certification Clerk