

F98000004371

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CORPUS COMPANY
(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:

James S. Goodner
(Name of Person)
Seal Holdings Corporation
(Firm/Company)
125 Worth Avenue, Suite 314
(Address)
Palm Beach, FL 33480
(City/State/Zip)

FILED
98 JUL 31 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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

James S. Goodner at (561) 833-5111
(Name of Person) (Area Code & Daytime Telephone Number)

W98-12182

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

dy 7/31/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 28, 1998

JAMES S. GOODNER
SEAL HOLDINGS CORPORATION
125 WORTH AVE., SUITE 314
PALM BEACH, FL 33480

SUBJECT: CORPUS COMPANY
Ref. Number: W98000012182

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TALLAHASSEE, FLORIDA

We have received your document for CORPUS COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

A photocopy of the certificate of existence is not acceptable.

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: 298A00029983



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 4, 1998

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

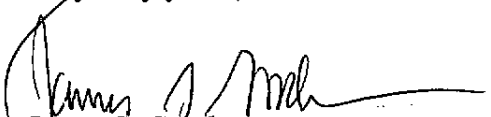
Subject: Corpus Company
Reference Number W98000012182

Gentlemen:

In response to your letter of May 18, 1998, I am pleased to enclose a Resolution of the Board of Directors regarding the name "Corpus Company d/b/a/ Primary Care Nutrition;" and an original copy of the notice of Good Standing for Corpus Company from the State of Delaware.

Thank you for your assistance.

Very truly yours,


James S. Goodner
Secretary & Treasurer
Corpus Company

Enclosures

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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TALLAHASSEE, FLORIDA

I, the undersigned James S. Goodner, do hereby certify

that this Resollution of the Board of Directors of Corpus Company

(Corporate Name)

a corporation dully organized and existing under the laws of the State of Delaware

was duly adopted on June 4th, 1998.

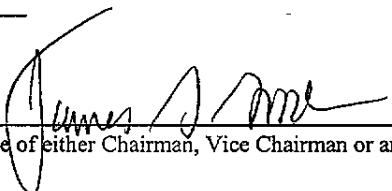
Be it resolved, that Corpus Company

(Corporate Name)

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

Primary Care Nutrition, Inc. for use in Florida.

Dated: June 4, 1998



Signature of either Chairman, Vice Chairman or any officer

James S. Goodner, Secretary & Treasurer

Type or print name

**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. CORPUS COMPANY
(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. 74-1599126
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/26/67 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 125 Worth Avenue, Suite 314
Palm Beach, FL 33480
(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: James S. Goodner

Office Address: 125 Worth Avenue, Suite 314

Palm Beach, Florida, 33480
(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.

James S. Goodner
(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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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas M. Ferguson

Address: 125 Worth Avenue, Suite 314, Palm Beach, FL 33480

Director: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

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

President: Thomas M. Ferguson

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Vice President: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Secretary: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Treasurer: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

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. James S. Goodner

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "CORPUS COMPANY" 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 SIXTH DAY OF MAY, A.D. 1998.

FILED
98 JUL 31 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

0656515 8300

981169158

AUTHENTICATION:

9067118

DATE:

05-06-98