

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: VITA-HEALTH, 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:

Richard Feiner, Esq. 600002602526--6
(Name of Person) -07/30/98--01031--001
*****70.00 *****70.00

Richard Feiner, Esq.
(Firm/Company)

17 Sturbridge Place
(Address)

Scarsdale, NY 10583
(City/State/Zip)

W98-17349

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

Richard Feiner at (914) 723-1873
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

SECRET
TALLAHASSEE
FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1998

RICHARD FEINER, ESQ.
17 STURBRIDGE PLACE
SCARSDALE, NY 10583

SUBJECT: VITA-HEALTH, INC.
Ref. Number: W98000017349

We have received your document for VITA-HEALTH, INC. 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 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.

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: 698A00040117

Richard Feiner, Esq.
ATTORNEY AT LAW
17 Sturbridge Place
Scarsdale, New York 10583
(914) 723-1873
Fax (914) 723-4601
E-Mail RickFeiner@aol.com

August 5, 1998

Florida Department of State
Division of Corporations
PO box 6327
Tallahassee, FL 32314
ATTN. Lee Rivers, Document Specialist

Re: Vita-Health, Inc. your ref. No. W98000017349

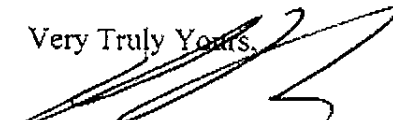
Dear Mr. Rivers:

Pursuant to our telephone conversation and your letter to me dated July 30, 1998 (copy enclosed), I file herewith a "Resolution of Board Of Directors" of Vita-Health, Inc. adopting the name "Vita-Health Products, Inc." for use in Florida.

Please proceed to file the documents that you are retaining.

If you need any additional information, please do not hesitate to call me. Thank you for your assistance in this matter.

Very Truly Yours,



Richard Feiner

Enclosure
AFC0007.088

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

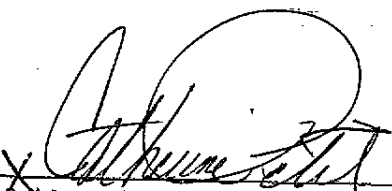
I, the undersigned Catherine Petito, do hereby certify
(Name)

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

a corporation duly organized and existing under the laws of the state of Delaware
was duly adopted on August 4, 1998

Be it resolved, that VITA-HEALTH, INC.
organized and existing under the laws of the state of Delaware, hereby adopts the name
VITA-HEALTH PRODUCTS, INC. for use in Florida.

Dated: August 4, 1998


Signature of either Chairman, Vice Chairman or any officer

Catherine Petito
Type or print name

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. VITA-HEALTH 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

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

3. 59-3521086

(FEI number, if applicable)

4. June 26, 1998

(Date of incorporation)

5. Perpetual

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

6. June 26, 1998

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

7. 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

(Current mailing address)

8. General Purpose

(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: CATHERINE PETITO

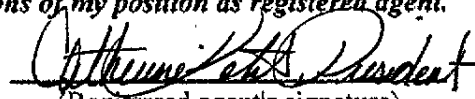
Office Address: 809 Walkerbuilt Drive, Suite 4,

Naples, Florida 34110

(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)

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

Chairman: CATHERINE PETITO

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

Vice Chairman: _____

Address: _____

Director: JOSEPH DOSCHER

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

Director: NICHOLAS FERRARA

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

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

President: CATHERINE PETITO

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

Vice President: JOSEPH DOSCHER

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

Vice President: NICHOLAS FERRARA

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

Secretary: JOSEPH DOSCHER

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

Treasurer: CATHERINE PETITO

Address: 809 Walkerbuilt Drive, Suite 4, Naples, FL 34110

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. CATHERINE PETITO, CHAIRMAN

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITA-HEALTH, 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 TWENTY-FIRST DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

9207544

07-21-98

AUTHENTICATION:

DATE: