

F99000002381

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NUTRACEUTICAL CLINICAL LABORATORIES, 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:

PAUL L. SIMMONS
(Name of Person)

NCL, INC.
(Firm/Company)

3542 MORRIS STREET N.
(Address)

ST. PETERSBURG, FL 33713
(City/State/Zip)

FILED
99 MAY -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700002865677--8

-05/06/99--01092--004
*****78.75 *****78.75

PATRICIA KOEPKE at (727) 526-9500
(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

F99-2381

Name	05-10
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

Nutraceutical Clinical Laboratories, Inc.
3542 Morris Street North
St. Petersburg, Florida 33713
727/526-9500

May 5, 1999

Sent Via Federal Express

Qualification/Tax Lien Section
Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32499

Re: Nutraceutical Clinical Laboratories, Inc.

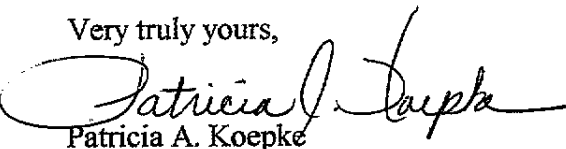
Dear Sir/Madam:

Enclosed please find the following:

- Certificate of Good Standing from the State of Delaware
- Check # 1136 payable to the Florida Department of State in the amount of \$78.75
- Completed "Application By Foreign Corporation For Authorization To Transact Business in Florida"

Thank you in advance for your prompt attention to this matter.

Very truly yours,


Patricia A. Koepke
Secretary/Treasurer

EnclosureS

FILED
99 MAY -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. NUTRACEUTICAL CLINICAL LABORATORIES, 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. Applied for
(FEI number, if applicable)

4. MARCH 11, 1999
(Date of incorporation)

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

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

7. 3542 MORRIS STREET N.
ST. PETERSBURG, FL 33713
(Current mailing address)

8. MARKETING NUTRACEUTICAL PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

FILED
99 MAY -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Name: PATRICIA A. KOEPKE

Office Address: 3542 MORRIS ST. N.
ST. PETERSBURG, Florida, 33713
(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.

Patricia A. Koepke
(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: WILLIAM F. TAYLOR, M.D.

Address: 1660 PARAMOUNT BLVD #101
PARAMOUNT, CA 90723

Vice Chairman: ROBERT FLARR

Address: 3747 DORNEY PARK RD.
ALLEN TOWN, PA 18104

Director: STEVEN SEGAL

Address: 2282 MANDEVILLE CANYON RD.
LOS ANGELES, CA 90049-1827

Director: _____

Address: _____

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

CEO
President: PAUL L. SIMMONS

Address: 8825 LAUREL RD.
PINELLAS PARK, FL 33782

CFO
Vice President: DR. VICTOR ASAE

Address: 1901 AVENUE STARS, #300
CENTURY CITY, CA 90067

Secretary: PATRICIA A. KOEPKE

Address: 15822 FAIRCHILDS DRIVE
TAMPA, FL 33647

Treasurer: PATRICIA A. KOEPKE

Address: 15822 FAIRCHILDS DRIVE
TAMPA, FL 33647

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

13. Patricia A. Koepke

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

14. PATRICIA A. KOEPKE, SECRETARY / TREASURER

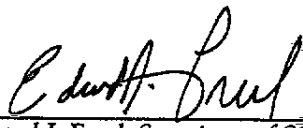
(Typed or printed name and capacity of person signing application)

FILED
99 MAY -6 PM 5:00
SECRETARY OF STATE
CLIMATE & ENVIRONMENT

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 "NUTRACEUTICAL CLINICAL LABORATORIES, 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-SEVENTH DAY OF APRIL, A.D. 1999.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9709004

DATE: 04-27-99