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Examiner's Initials

Other

CR2E031(1/95)

ARTICLES OF ORGANIZATION

OF

OPTIMAL HEALTH PRODUCTS, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME**.

The name of the Limited Liability Company is OPTIMAL HEALTH PRODUCTS, LLC (hereinafter referred to as the "Company").

1. **PERIOD OF DURATION.**

The period of duration of the Company shall be from the date of filing of its

Articles of Organization until the first to occur of the following:

- (i) The date that is seventy-five (75) years from the date of filing of the Articles of Organization with the Department of State, State of Florida; or
- (ii) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Act; or
- (iii) By the mutual written agreement of a majority in capital interest of the Members.

2. **PURPOSE**.

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

3. ADDRESS OF PLACE OF BUSINESS.

The mailing address and the street address of the place of business for the Company is 12472 Lake Underhill Road, #275, Orlando, Florida 32828. Such address may be changed from time to time as provided in the Operating Agreement.

4. **REGISTERED AGENT**.

The initial registered agent in Florida for the Company is Kalpna Patel and the initial registered office is located at 12472 Lake Underhill Road, #275, Orlando, Florida 32828.

5. **CAPITAL CONTRIBUTIONS**.

Contributions to the capital of the Company shall be made by the Members, from time to time, in the manner prescribed by a written Operating Agreement to be made and entered into by the Members, and which may be amended from time to time in accordance with its terms.

6. **MEMBERS**.

The Company shall have at least one (1) Member, and may admit additional members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement.

7. **CONTINUITY OF BUSINESS.**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

8. **MANAGEMENT**.

The Members may elect one or more managers in the manner provided in the Operating Agreement. Any such Manager shall have the powers and authority expressly granted under the Operating Agreement. The initial Manager is Kalpna Patel.

9. INDEMNIFICATION.

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member, Manager, former Member or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

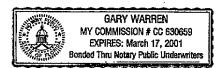
Executed at Tallahassee, Florida, in the 9 day of October, 2000.

OPTIMAL HEALTH PRODUCTS, LLC, a Florida limited liability company

BY: Kalpna Patel, Member/Manager

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2 day of 0000, year, 2000, by Kalpna Patel, as Member and Manager of Nutrihealth International, LLC, (1) who is personally known to me or (1) who has taken an oath.



NOTARY PUBLIC - STATE OF FLORIDA GOLY WALLOW PRINT, TYPE OR STAMP NAME OF NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of OPTIMAL HEALTH PRODUCTS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by OPTIMAL HEALTH PRODUCTS, LLC.

Executed this 9 day of 000 2000.

Kalpna Patel, REGISTERED AGENT

FOR THE LIMITED LIABILITY COMPANY:

BY:___

Kalpna Patel, MANAGER

SECKE PALY IF STATE TALLAHASSEF, FI DENTA

| Cooper, Byrne | Slue + Schwartz stor's Name | | 402 | | |
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| | WOOD DRIVE Address | | | | |
| TAUAHASSEE, FL. City/State/Zip | 32312 850-553-43 Phone # | σờ | Office Use Only | | _ |
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| NonProfit | Resignation of R.A., Officer | / Director | | | Ž |
| Limited Liability | Change of Registered Agent | | • | | APPROVES AND FILED |
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| Annual Report | Foreign | | | | |
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Examiner's Initials

Other

B-12-00

ARTICLES OF ORGANIZATION

OF

OPTIMAL HEALTH PRODUCTS, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is OPTIMAL HEALTH PRODUCTS, LLC (hereinafter referred to as the "Company").

1. **PERIOD OF DURATION**.

The period of duration of the Company shall be from the date of filing of its

Articles of Organization until the first to occur of the following:

- (i) The date that is seventy-five (75) years from the date of filing of the Articles of Organization with the Department of State, State of Florida; or
- (ii) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Act; or
- Limited Liability Act; or

 (iii) By the mutual written agreement of a majority in capital interest of the Members.

2. **PURPOSE**.

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

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3. ADDRESS OF PLACE OF BUSINESS.

The mailing address and the street address of the place of business for the Company is 12472 Lake Underhill Road, #275, Orlando, Florida 32828. Such address may be changed from time to time as provided in the Operating Agreement.

4. **REGISTERED AGENT**.

The initial registered agent in Florida for the Company is Kalpna Patel and the initial registered office is located at 12472 Lake Underhill Road, #275, Orlando, Florida 32828.

5. **CAPITAL CONTRIBUTIONS.**

Contributions to the capital of the Company shall be made by the Members, from time to time, in the manner prescribed by a written Operating Agreement to be made and entered into by the Members, and which may be amended from time to time in accordance with its terms.

6. **MEMBERS**.

The Company shall have at least one (1) Member, and may admit additional members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement.

7. **CONTINUITY OF BUSINESS.**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

8. <u>MANAGEMENT</u>.

The Members may elect one or more managers in the manner provided in the Operating Agreement. Any such Manager shall have the powers and authority expressly granted under the Operating Agreement. The initial Manager is Kalpna Patel.

9. **INDEMNIFICATION**.

Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member, Manager, former Member or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

Executed at Tallahassee, Florida, in the 9th day of October, 2000.

OPTIMAL HEALTH PRODUCTS, LLC, a Florida limited liability company

BY: Kalpna Patel, Member/Manager

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2/2 day of 2/2 day o

GARY WARREN
MY COMMISSION # CC 630659
EXPIRES: March 17, 2001
Bonded Thru Notary Public Underwriters

NOTARY PUBLIC - STATE OF FLORIDA

PRINT, TYPE OR STAMP NAME OF NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of OPTIMAL HEALTH PRODUCTS, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by OPTIMAL HEALTH PRODUCTS, LLC.

Executed this 9 day of october, 2000.

Kalpna Patel, REGISTERED AGENT

FOR THE LIMITED LIABILITY COMPANY:

RV:

Kalpna Patel, MANAGER