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LIMITED LIABILITY AMENDMENT

U.S. NUTRACEUTICALS, L.L.C.

Certificate of Status	1
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**U.S. NUTRACEUTICALS, L.L.C.
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

Effective at 12:01 a.m. on the date of filing, U.S. Nutraceuticals, L.L.C., a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Amended and Restated Articles of Organization pursuant to Section 608.411, F.S.:

ARTICLE I. NAME

The name of the limited liability company shall be U.S. Nutraceuticals, L.L.C.

ARTICLE II. DURATION

The period of the Company's duration commenced on July 27, 1998, the date of filing of the Articles of Organization, and shall exist perpetually unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be: 1616 S. 14th Street, Leesburg, Florida 34748

ARTICLE V.

The Company shall be managed by its members and the name and address of the managing member is:

Gregg Enterprises, Inc.
1616 S. 14th Street
Leesburg, Florida 34748

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit additional members pursuant to the regulations adopted by the Company.

ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminate the continued membership of a member in Company, shall be carried out as provided for in the regulations adopted by the Company.

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ARTICLE VIII. REGISTERED AGENT

The name and street address of the current registered agent of the Company in the State of Florida is:

Gary L. Jones
1616 S. 14th Street
Leesburg, Florida 34748

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415, Florida Statutes, is attached to these Amended & Restated Articles of Organization.

ARTICLE IX. MANAGEMENT

The Company shall be managed by the Member and such officers as may be appointed in the Member's discretion.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole Member has executed these Amended and Restated Articles of Organization on this day of July, 2000.

FCS HOLDINGS, INC.,
Current Sole Member

By: Gary L. Jones, as TREASURER

GREGG ENTERPRISES, INC.,
New Sole Member

By: Gary L. Jones, as VICE PRESIDENT

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 608.416, Florida Statutes, or other more applicable statute, the following is submitted:

That U.S. Nutraceuticals, L.L.C., organized under the laws of the State of Florida with its current registered office, as indicated in the Amended and Restated Articles of Organization, at 1616 S. 14th Street, Leesburg, Florida 34748, has named Gary L. Jones as its agent to accept service of process within this state, replacing S. Randolph Simpson III.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Act.

Dated: _____

By: _____


Gary L. Jones, Registered Agent

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