

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations

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LIMITED LIABILITY AMENDMENT

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

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$30.00

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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 this 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, Fla. Stat.

**ARTICLE 1
NAME**

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

**ARTICLE 2
DURATION**

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

**ARTICLE 3
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 4
STREET ADDRESS OF PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company shall be: 2231 West Highway 44, Suite 3, Eustis, Florida 32721.

**ARTICLE 5
MANAGEMENT**

The Company shall be managed by one manager. The name and address of the person who shall serve as manager until the next meeting of members or until his successor is elected and qualified is as follows: Fred Gregg, 2231 West Highway 44, Suite 3, Eustis, Florida 32721. The manager shall be elected as provided in the Operating Agreement.

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TALLAHASSEE, FLORIDA**ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS**

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

**ARTICLE 7
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 terminates the continued membership of a member in the Company, shall be carried out as provided for in the Operating Agreement adopted by the Company.

**ARTICLE 8
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 South 14th Street
Leesburg, Florida 34748

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

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Amended and Restated Articles of Organization on this 11th day of May, 2001.


Fred Gregg, Member and Manager

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: U.S. Nutraceuticals, L.L.C.

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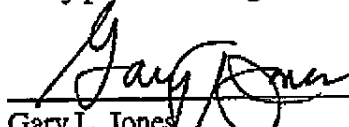
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2. The name and the Florida street address of the registered agent and office are:

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

ACCEPTANCE BY REGISTERED AGENT:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Fla. Stat.



Gary L. Jones
Registered Agent

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