

L99000000/1950

James Marinakis
12225 200 Street South
Boca Raton, FL 33498

March 24, 1999

Attn: Registration Section
Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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-04/02/99--01093--001
****346.25 ****346.25

Ref: Filing of the enclosed Articles of Organization for NATURE'S ESSENCE, L.C.,
a new domestic Florida limited liability company.

Dear Secretary:

Enclosed is an original and one (1) copy of the Articles of Organization of NATURE'S ESSENCE, L.C., a Florida domestic limited liability company. Please file the original, certify the copy, issue a Certificate of Status, and return the Certified Copy and Certificate of Status to the following:

JAMES MARINAKIS
12225 200 Street South
Boca Raton, FL 33498

Our check for \$346.25 is enclosed to pay the filing fee of \$250, plus \$35 for the fee of the Designation of Registered Agent, plus \$52.50 for the fee for a Certified Copy, plus the fee of \$8.75 for a Certificate of Status.

Thank you in advance for your good service.

Sincerely,

James Marinakis
James Marinakis

JM: mac
encl.

L99-1950

Name	4-2
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

NATURE'S ESSENCE, L.C.

A Limited Liability Company

ARTICLES OF ORGANIZATION

FILED
00 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW BY ALL MEN THESE PRESENTS:

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be: "NATURE'S ESSENCE, L.C.".

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company shall be 12225 200 Street South, Boca Raton, Florida 33498. The Company may also maintain an office or offices at such other places within or outside the state of Florida, as it may from time to time determine. Company business of every kind and nature may be conducted, and meetings of members and managers held, within or outside the State of Florida.

ARTICLE III

DURATION

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than March 23, 2029, unless the Company is earlier dissolved as provided in these Articles of Organization, or the Company Regulations or Operating Agreement.

ARTICLE IV
CAPITAL CONTRIBUTIONS

The Members of this Company shall contribute to the capital of the Company the cash or property set forth in the "Affidavit of Membership and Contributions" attached hereto.

FILED
59 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VI
MANAGEMENT

The day-to-day business of the Company shall be conducted by manager(s) elected by the members. The manager(s) shall manage the Company in accordance with the Regulations or Operating Agreement adopted by the members for the management of the business affairs of the Company. The Regulations or Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The manager(s) shall be authorized to incur any debt, obligation, or liability on the part of the Company. Only the manager(s) may act on behalf of the Company.

The name and post office addresses of the initial manager who shall serve is as follows:

James Marinakis
12225 200 Street South
Boca Raton, Florida 33498

The number of managers of the Company may from time to time be increased or decreased as determined by the holders of two-thirds (2/3) of the membership interest as defined in the Company Regulations or Operating Agreement.

ARTICLE VII
BUSINESS PURPOSE

This Company may engage in any lawful activity and enterprises as the members and management may, in their discretion, deem appropriate, including but not limited to, promotion of health and wellness projects, products and related services.

ARTICLE VIII
LIMITED LIABILITY OF MEMBERS AND MANAGERS

No member or manager of this Company shall be liable to the Company or its members for any breach of fiduciary duty as member or manager of the Company. This provision shall not affect liability for acts or omissions which involve intentional misconduct, fraud, or a knowing violation of the law.

The members and managers of the Company are not liable under a judgment, decree, or order of the court, or in any other manner, for a debt, obligation or liability of the Company. All expenses incurred by members or managers in defending an administrative, investigative, civil or criminal action, suit or proceeding, related in any manner to the business of the Company, must be paid by the Company as they are incurred in advance of a final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of a member or manager to repay the amount if it is ultimately determined by a court of competent jurisdiction, that he or she did not act in good faith, in the manner he or she reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, with no reasonable cause to believe his conduct was unlawful.

ARTICLE IX
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Regulations or Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other

members of the Company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

ARTICLE X

TERMINATION OF EXISTENCE

This Company shall be dissolved upon the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the unanimous consent of all remaining members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization at Florida.

Signed and Dated:

3/31/99

Original Organizer:

Eric Granitur

ERIC GRANITUR

FILED
99 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NATURE'S ESSENCE, L.C.,
deposes and says"

- 1) The above named limited liability company has at least two (2) members.
- 2) The total amount of cash contributed by the members is \$15,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is NONE.
(A description of the property is attached an made a part hereof.)
- 4) The amount of cash or property anticipated to be contributed by member(s) is \$15,000.00.
- 5) The total amounts of 2, 3 and 4 above is \$15,000.00.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: 3/21/99



ERIC GRANITUR

FILED
29 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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 IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

- 1) The name of the limited liability company is: NATURE'S ESSENCE, L.C.
- 2) The name and address of the Registered Agent and Registered Office is:

JAMES MARINAKIS
12225 200 Street South
Boca Raton, Florida 33498

Having been named as Registered Agent and to accept service of process for the above stated limited liability 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.

3/30/99
Date

James Marinakis
JAMES MARINAKIS, Resident Agent

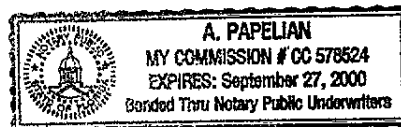
ACKNOWLEDGEMENT

STATE OF FLORIDA)
COUNTY OF Dade) ss.

Before me personally appeared ERIC GRANITUR, to me well known to be the organizer and member of the above limited liability company and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 31ST day of MARCH, 1999.

A. Papelian
Notary Public, State of Florida



FILED
09 APR - 2 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA