

L990000007615

MIRKIN & WOOLF, P.A.

MJH

Attorneys at Law

\$25 + \$30 (cc)

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00855-00524-00676-00671

September 11, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

10/13

400003400804--1
-09/21/00--01069--020
*****43.75 *****43.75

Re: Articles of Amendment

Ladies and Gentlemen:

L99-7615

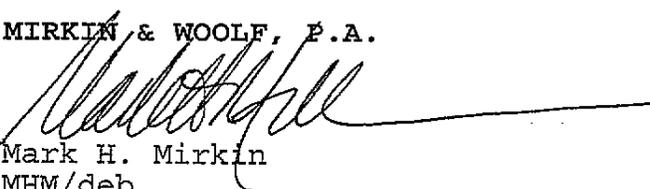
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-10/18/00--01075--001
*****11.25 *****11.25

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Organization of Natural Health Products, LLC along with a check in the amount of \$43.75 to cover the filing fee and fee for a certified copy. Please send the certified copy to me at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/deb

Enclosures

cc: Amanda J. Ellison

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 AM 10:07



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2000

MARK H. MIRKIN
MIRKIN & WOOLF, P.A.
1700 PALM BEACH LAKES BLVD., SUITE 580
WEST PALM BEACH, FL 33401

SUBJECT: NATURAL HEALTH PRODUCTS, LLC
Ref. Number: L99000007615

We have received your document for NATURAL HEALTH PRODUCTS, LLC and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

The fee to file this amendment is \$25.00, plus \$30.00 for the Certified Copy requested, totalling \$55.00.

There is a balance due of \$11.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 300A00052292

Articles of Amendment
to the
Articles of Organization
of
NATURAL HEALTH PRODUCTS, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 AM 10:07

Pursuant to the provisions of the Florida Statutes, on August 31, 2000 the sole member of Natural Health Products, LLC, a Florida limited liability company (the "Company"), adopted the following resolutions on behalf of the Company:

- RESOLVED:** That the registered agent/registered office of the Company shall be changed to Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Boulevard #580, West Palm Beach, Florida 33401.
- RESOLVED:** That the Company shall be manager-managed.
- RESOLVED:** That the Articles of Organization of the Company filed with the Florida State Department on November 9, 1999 shall be amended to reflect the foregoing resolutions.

The number of votes cast for the foregoing resolutions by the sole member was sufficient for approval under the Company's Articles of Organization and Operating Agreement and the Florida Statutes.

NOW, THEREFORE, in accordance with the foregoing resolutions:

(a) Article III of the Company's Articles of Organization is deleted in its entirety and the following inserted in its place:

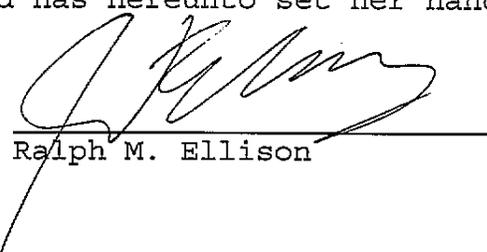
The name and street address of the registered agent of the Company are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Boulevard #580, West Palm Beach, Florida 33401.

(b) Article IV - Management is added to the Company's Articles of Organization, as follows:

Management of the Company shall be vested in a Board of Managers, who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified to serve as provided in the Company's Operating Agreement. The name and mailing address of each manager are as follows:

- | | | |
|----|-------------------|--|
| 1. | Ralph M. Ellison | 218 Mediterranean Road Palm Beach, FL 33480 |
| 2. | Amanda J. Ellison | 218 Mediterranean Road Palm Beach, FL 33480 |

IN WITNESS WHEREOF, the undersigned has hereunto set her hand
this 31st day of August, 2000.



Ralph M. Ellison

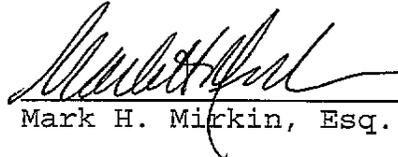
**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608.415 of the Florida Statutes, the following is submitted:

That NATURAL HEALTH PRODUCTS, LLC, a Florida limited liability company, with its registered office at c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401, has named Mark H. Mirkin, Esq. at the above address as its initial registered agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, the undersigned hereby accepts to act in such capacity and agrees to comply with the applicable provisions of law.



Mark H. Mirkin, Esq.