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ROBERT E. O'CONNELL, ESQ.
CARLOS A. CESPEDES, ESQ.

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June 20, 2000

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

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*****78.75 *****78.75

Re: ADVANCED NUTRSCIENCES, INC.

To whom it may concern:

Enclosed please find an original and two copies of the Articles of Incorporation with regard to the above-referenced corporation along with a check in the amount of \$78.75 for filing fees.

Thank you for your time and attention to this matter, and if you should have any questions regarding the above, please do not hesitate and call the undersigned.

Very truly yours,

FOR CARLOS A. CESPEDES, ESQ.

CAC/jt

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ADVANCED NUTRSCIENCES, INC.**

I, the undersigned, of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

**ARTICLE I
NAME**

The name of this Corporation shall be:

Advanced NutraSciences, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be at: 515 SEA BREEZE BOULEVARD, FORT LAUDERDALE, FLORIDA 33316 with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE III
GENERAL NATURE OF BUSINESS AND PURPOSE**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- a) To purchase, hold, sell, manufacture, and distribute goods of any kind in the retail and wholesale markets, both foreign and domestic.
- b) To purchase, hold, sell, improve and lease real estate and mortgages and encumber the same and to erect, manage, care for and maintain, extend and alter buildings thereon; to construct, build, erect for others according to plans, specifications, and all types of improvements, such as, but not limited to, hotels, motels, homes and residences;
- c) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified

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event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for the property purchased or acquired or any lawful objects;

- d) To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein; it being understood that the foregoing enumeration of specific powers shall not be deemed to be exclusive, but all other powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE IV **SHARES**

The number of shares of capital stock that this Corporation is authorized to have shall be Ten-Thousand (10,000) shares.

ARTICLE V **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this Corporation shall commence business shall be not less than ONE-HUNDRED (\$100.00) Dollars.

ARTICLE VI **CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII **INCORPORATOR**

The name and address of the incorporator of this Corporation is: Brian P. Mahoney, 3056 South Oakland Forest Drive, #2301, Fort Lauderdale, Florida 33309.

ARTICLE VIII
DESIGNATION OF RESIDENT AND REGISTERED
AGENT AND REGISTERED OFFICE

The Corporation hereby designates ROBERT E. O'CONNELL, Esq., and his offices located at 2600 North Military Trail, Suite 270, Boca Raton, Florida 33431 in the County of Palm Beach, as its resident and registered agent and registered office, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for this Corporation, at the place designated, as the registered agent, I hereby accept to act in this capacity of resident and registered agent and agree to comply with the provisions of said Act relative to keeping open said registered office.


ROBERT E. O'CONNELL, ESQ.

ARTICLE IX

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

ARTICLE X

The officers of the Corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all Directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this Corporation as a condition precedent to holding an office in this Corporation.

The original incorporators of this Corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of said assignment, shall stand in lie of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

BRIAN P. MAHONEY

Witnesses:
Earl B. Mahony
Vivian D. Mahoney

WITNESS my hand and official seal, at Menden, Connecticut, this 7 day of June, 2000.

Kathleen M. Madore
Notary Public, State of Connecticut

My Commission Expires:

KATHLEEN M. MADERA
NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 30, 2003