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June 7, 2000

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

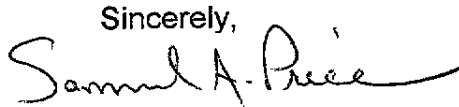
Re: Articles of Incorporation
PREMIUM PLUS, INC.

300003312243--0
-07/03/00--01135--013
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed is an original and copy of the articles of incorporation and a check for \$78.75 for filing fee and a certified copy of the articles.

Thank you for your attention to this matter.

Sincerely,

Samuel A. Price

SAP/mp

Enclosures (as noted)

FILED
00 JUL 24 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-17078
gj 7/6



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 2000

SAMUEL A. PRICE
800 W. OAKLAND PARK BLVD., STE. 215
WILTON MANORS, FL 33311

SUBJECT: PREMIUM PLUS, INC.
Ref. Number: W00000017078

We have received your document for PREMIUM PLUS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 400A00037605

ARTICLES OF CORPORATION
OF
PREMIUM PLUS SYSTEMS, INC.

FILED
00 JUL 24 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - Name. The name of the Corporation shall be PREMIUM PLUS SYSTEMS, INC.

ARTICLE II - Address. The address of the principal office of the corporation is 7908 N.W. 53rd Court, Lauderhill, Florida 33351.

ARTICLE II - Purpose. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To engage in sales and marketing of various nutritional products.

ARTICLE IV - Shares. The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares of common stock. such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - Initial Registered Office and Agent. The street address of the

initial Registered Office of the Corporation is 800 West Oakland Park Boulevard, Suite 202, Wilton Manors, FL 33311 and the name of its initial Registered Agent at that address is Samuel A. Price.

ARTICLE VI - Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is One (1). The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. the name and address of each initial Director of the corporation is as follows:

PAULA COVER

7908 N.W. 53rd Court
Lauderhill, Florida 33351

ARTICLE VII - Incorporators.

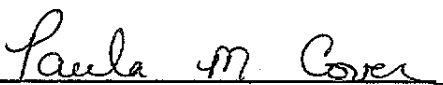
The name and address of the incorporator is as follows:

PAULA COVER

ARTICLE VII-Amendments.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 7th day of June, 2000.


PAULA COVER

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

Before me personally appeared **PAULA COVER** to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 7th day of June, 2000..

Samuel A. Price
Notary Public, State of Florida at Large

Samuel A. Price
Printed Name of Notary

My commission expires:



Samuel A. Price
MY COMMISSION # CC618667 EXPIRES
February 11, 2001
BONDED THRU TROY FAIR INSURANCE, INC

FILED
00 JUL 24 PM 1:57
TALLAHASSEE, FLORIDA

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

Samuel A. Price
Samuel A. Price

Date: June 7, 2000