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ESSENTIAL DIABETIC NUTRITION, INC.
500 N.E. SPANISH RIVER BLVD. STE. #24
BOCA RATON, FL 33431-4517
(561) 362-7105

April 4, 2002

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-04/08/02--01082--015
*****78.75 *****78.75

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -8 AM 9:01

SUBJECT: ESSENTIAL DIABETIC NUTRITION, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certified Copy

FROM: LAWRENCE A. DICKSON
875 N.E. 75th STREET
BOCA RATON, FL 33487
(561) 998-7704

NOTE: Please provide the original and one copy of the articles.

F. CHESSER APR 15

FILED STATE
SECRETARY OF FLORIDA
WILLIAM S. SEEVER
02 APR -8 AM 9:01

ARTICLES OF INCORPORATION

OF

ESSENTIAL DIABETIC NUTRITION, INC.

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be ESSENTIAL DIABETIC NUTRITION, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office and principal office of the corporation shall be 500 N.E. SPANISH RIVER BLVD. #24, BOCA RATON, FLORIDA, 33431 and the name of the initial registered agent of the corporation at that address is LAWRENCE A. DICKSON.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall have two (2) directors, initially. The name and street address of the initial members of the Board of Directors is:

LAWRENCE A. DICKSON 834 N.E. 75th STREET
BOCA RATON, FL 33487

GARY M. JANSON 1420 S.W. 19th STREET
BOCA RATON, FL 33486

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

LAWRENCE A. DICKSON PRESIDENT
834 N.E. 75th STREET
BOCA RATON, FL 33487

GARY M. JANSON VICE-PRESIDENT
1420 S.W. 19th STREET
BOCA RATON, FL 33486

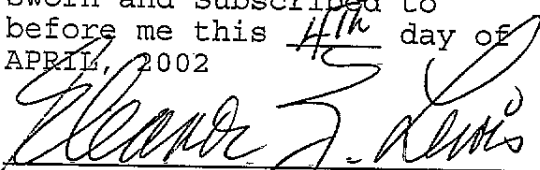
ARTICLE VIII. - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is LAWRENCE A. DICKSON, 834 N.E. 75th STREET, BOCA RATON, FL 33487.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this ____ day of APRIL, 2002.


LAWRENCE A. DICKSON

Sworn and Subscribed to
before me this 4th day of
APRIL, 2002


Notary Public
My Commission Expires:



ELEANOR Z. LEWIS
COMMISSION # CC757945
EXPIRES JUL 11, 2002
- BONDED THROUGH
ADVANTAGE NOTARY -

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

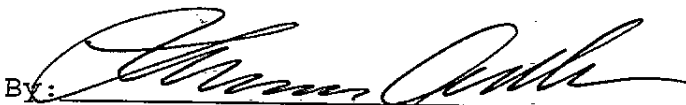
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That ESSENTIAL DIABETIC NUTRITION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named LAWRENCE A. DICKSON, located at 834 N.E. 75th Street, in the city of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By: 
Registered Agent, LAWRENCE A. DICKSON