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SEC. OF STATE  
TALLAHASSEE, FLORIDA

04 AUG 26 PM 3:11

FILED

OFFICE OF THE STATE  
COMPTROLLER OF FINANCE  
TALLAHASSEE, FLORIDA

07 AUG 20 AM 10:40

RECEIVED

31727  
12/20/04  
file

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BETTER LIFE NUTRITIONAL GROUP, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 20, 2004

LAZARUS

SUBJECT: BETTER LIFE NUTRITIONAL GROUP, INC.  
Ref. Number: W04000031727

We have received your document for BETTER LIFE NUTRITIONAL GROUP, 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation.

One or more major words may be added to make the name distinguishable. **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) 245-6929.

Justin M Shivers  
Document Specialist  
New Filings Section

Letter Number: 104A00051299

ARTICLES OF INCORPORATION

FOR

BETTER LIFE NUTRITIONAL, INC.

FILED  
04 AUG 26 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit. . . . .

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of this corporation shall be:

BETTER LIFE NUTRITIONAL, INC.

(Hereinafter referred to as the Corporation). Its Registered and Principal Office shall be located at 1421 S.W. 8th Suite 2, MIAMI, County of MIAMI-DADE, State of Florida. Its Registered Agent shall be MILAGROS M. FUNDORA, located at 1421 S.W. 8th Street Suite 2, MIAMI, Florida. . . . .

ARTICLE II

NATURE OF BUSINESS

Section 1.- The general nature of the business and objects and purposes to be transacted, promoted and carried on being to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz. . . . .

a.- To carry on business in the United States of North America or any foreign country or countries, to buy, sells, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world. . . . .

b.- To enter into makes perform and carry out Contracts with Factories, distributors, representative or personnel of buys and sales as Wholesales or Retail of Beauty Supplies, demonstration and all type of business equipment and merchandise and for any Lawful purpose with any person or persons, firms, association and/or Corporation in the United States of North America or any Foreign Country or Countries.

c.- To exchange in the currency of foreign countries and in the currency of the United States of North America. . . . .

d.- To issue bonds, debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trust or otherwise. . . . .

e.- To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of the company and other companies. . . . .

f.- To do all of the things as they are incident or conductive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conductive or expedient for the protection or benefit of the Corporation. . . . .

g.- No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference. . . . .

h.- In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character. . . .

i.- To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limits as to amount, draw, note drafts, a bill of exchange, warrants, bonds, debentures, and all others negotiable instruments. . . . .

ARTICLE III

CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of: . . . . .

a.- ONE HUNDRED (100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. . . . .

b.- Said shares of common stock to have par value. All shares to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value. . . . .

c.- All of the common stock is to have one vote per share in the control of the management of the Corporation. . . . .

d.- The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.

e.- In the event any shareholder may vote his share or shares proxy one share representing one vote. . . . .

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than ONE THOUSAND DOLLARS (\$1,000.00). . . . .

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence. . . . .

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (2) persons. . . . .

ARTICLE VII --

INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following: . . . . .

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
MILAGROS M. FUNDORA	9230 S.W. 19th STREET MIAMI, FLORIDA 33165	President
BEATRIZ RISCO	5850 N.W. 3th STREET MIAMI, FLORIDA 33126	Secretary Treasurer

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows: . . . . .

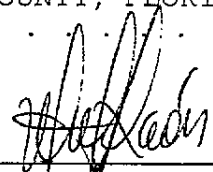
<u>NAME &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
MILAGROS M. FUNDORA President	9230 S.W. 19th STREET MIAMI, FLORIDA 33165	-100-

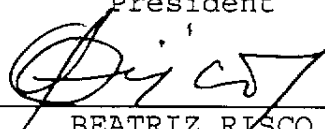
ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the powers of the Corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the By-Laws which shall be adopted by stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said By-Law may from time to time and whenever necessary, by amended by the Board of Directors of the Corporation. . . . .

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes aforesaid. . . . .

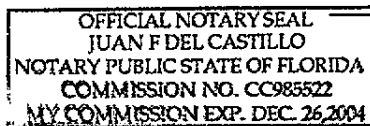
  
\_\_\_\_\_  
MILAGROS M. FUNDORA  
President

  
\_\_\_\_\_  
BEATRIZ RISCO  
Secretary

STATE OF FLORIDA                    )  
  ) SS.  
COUNTY OF MIAMI-DADE        )

I HEREBY CERTIFY that on this day, before me personally appeared MILAGROS M. FUNDORA and BEATRIZ RISCO respectively, to me well known to be the persons described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, this Eighteenth Day of August 2004



  
\_\_\_\_\_  
JUAN F. DEL CASTILLO  
NOTARY PUBLIC  
STATE OF FLORIDA

COMMISSION NUMBER CC985522  
MY COMMISSION EXPIRES DECEMBER 26, 2004  
BONDED THROUGH GENERAL INSURANCE UNDERWRITERS



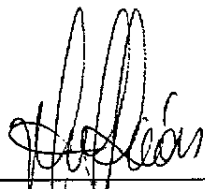
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED: . . . . .

In a pursuance of Chapter 48.091 Florida Statutes, the  
following is submitted in compliance with a said act. . . . .

FIRST:- That BETTER LIFE NUTRITIONAL, *INC.* desiring to  
organize under the laws of the State of Florida with its  
principal office as indicated in the ARTICLES OF INCORPORATION  
appoints MILAGROS M. FUNDORA, with offices located at 1421 S.W.  
8th Suite 2, City of MIAMI, County of MIAMI-DADE its Registered  
Agent, to accept service of process within this State. . . . .

ACKNOWLEDGMENT:- Having been named to accept service of process  
for the above-named Corporation, at place designated in this  
certificate, I hereby accept to act in this capacity and agree to  
comply with the provisions of said Act relative to keeping open  
said office. . . . .

In the City of MIAMI, County of MIAMI-DADE, State of Florida,  
this Eighteenth Day of August 2004

  
\_\_\_\_\_  
MILAGROS M. FUNDORA  
REGISTERED AGENT

FILED  
04 AUG 26 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA