

LAW OFFICES

BLUMENFELD, KAPLAN & SANDWEISS, P.C.

168 NORTH MERAMEC AVENUE
ST. LOUIS, MISSOURI 63105-3763
TELEPHONE: (314) 863-0800
FACSIMILE: (314) 863-9388
WWW.BKS-LAW.COM

JOHN A. BLUMENFELD
JEROME I. KASKOWITZ
PHILIP G. KAPLAN
GERALD J. ZAFFET
JOHN R. KING
MICHAEL E. LONG
JEFFREY L. MICHELMAN
GEORGE S. NEWMAN
ALAN G. GERSON
HAROLD A. TZINBERG
JOHN G. YOUNG, JR.
R. TROY KENDRICK, JR.

MARK Z. SCHRAIER
VICTOR H. LEWITT
JEFFREY S. MORGAN
RICHARD F. HUCK, III
BRAD A. SANDLER
JAMES D. BASS
LAURA J. KIPNIS
SYLVIA G. TITGEMEYER
J. VINCENT KEADY, JR.
G. ANTHONY TAYLOR
EVAN D. BUXNER
JAMES M. NIEMANN

HOWARD H. KAPLAN
MICHAEL A. KAPLAN
JULIA P. MUSCHANY
ANDREW B. SHANFELD
TIFFANY L. BALDWIN
NICHOLAS J. KARABAS
DANA L. FAUST
WENDY L. BOLDT

JEROME W. SANDWEISS
OF COUNSEL

March 18, 1999

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

200002839602--4
-04/15/99-01018-007
*****35.00 *****35.00

Re: Nutraceuticals Corporation No. P94000016113

Dear Sir or Madam:

Enclosed please find duplicate originals of Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced corporation. A check in the amount of \$35.00 in payment of the filing fee is also enclosed. Please process the change and return a filed-stamped copy to me in the enclosed, self-addressed envelope.

Very truly yours,

Arlene M. Stauder

Arlene M. Stauder
Legal Assistant

Enclosures

cc: Howard H. Kaplan, Esq.

RA Chg.

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: NUTRACEUTICS CORPORATION
2. The mailing address of the corporation is: 4100 Laclede Avenue, Suite 112
St. Louis, Missouri 63108
3. Date of incorporation/qualification: February 28, 1994 Document number: P94000016113
4. The name and address of the current registered agent and office:

Stephen W. Gilbertson

2200 N.E. 26 Street

Wilton Manors, Florida 33305

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Barry L. Haley

1 East Broward Boulevard, Suite 1609

Ft. Lauderdale, Florida 33301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

3-24-99
(Date)

Jennifer Jamieson, Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Barry L. Haley
(Signature of Registered Agent)

4/13/99
(Date)

Barry L. Haley

If signing on behalf of an entity:

Barry L. HALEY
(Typed or Printed Name)

Registered Agent
(Capacity)

*** FILING FEE: \$35.00 ***