

68522

9/5/95

Saul Lipson  
Requestor's Name  
1515 University Dr #222  
Address  
Coral Springs, FL 33071  
City State ZIP Phone

305-755-4405

**VALIDATION ONLY**

FILED  
SEP -6 PM 12:50  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

10000878171  
-09/06/95 \*01046--018  
\*\*\*122.50 \*\*\*122.50

**CORPORATION(S) NAME**

HERBAL SENSATIONS, INC

☒ Profit  
☐ NonProfit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

☐ Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

**( ) Change of Registered Agent**

**Certified Copy**

( ) Photo Copies

☐ Certificate Under Seal

**( ) Call When Ready**

**( ) Call If Problem**

( ) After 4:30

~~(A)~~ Walk In

( ) Will Walt

**A) Pick Up**

☐ Mail Out

<b>Name</b>
<b>Availability</b>
<b>Document</b>
<b>Examiner</b>
<b>Updater</b>
<b>Verifier</b>
<b>Acknowledgment</b>
<b>W.P. Verifier</b>

**RECEIVED COPY**

R. CHESSEY SEP 6 1995

**CR2E031 (R8-85)**

**Toll Free: 1-800-432-3028**

ARTICLES OF INCORPORATION  
OF

HERBAL SENSATIONS, INC.

FILED  
1995 SEP -6 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Herbal Sensations, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value \$ 1.00 per share.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1515 University Drive, 222, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address is Saul B. Lipson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one ( 1 ).

The name and address of the initial director and officer of this corporation are:

Jose Diaz

13783 SW 66th Street 219

Miami, Florida 33183

· Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

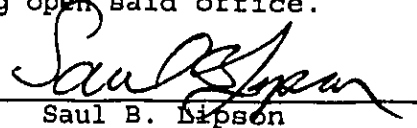
In pursuance of Chapter 48.091, Florida statutes, the following is submitted, in compliance with said act:

First - That Herbal Sensations, 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 Miami, County of Dade, State of Florida has named Saul B. Lipson at 1515 University Drive, 222, Coral Springs, Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

  
Saul B. Lipson

PLACE OF BUSINESS AND CORPORATE OFFICE:

The corporate office and place of business is 13783 SW 66th Street #219, Miami, Florida 33183

ARTICLE VII - INDEMNIFICATION

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VX - AMENDMENT

This Corporation reserves the right to amend or appeal any provision in the Article of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

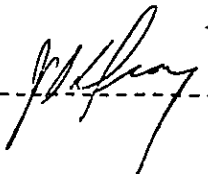
ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Jose Diaz  
13783 SW 66th Street      219  
Miami, Florida 33183

FILED  
SEP - 6 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of August, 1995.

-----  


PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPROVED  
FILED

1996 SEP -6 PM 12:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION  
FOR *all*  
REINSTATEMENT

FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State  
DIVISION OF CORPORATIONS

Make Check Payable To: Department of State

1. Name and Mailing Address of Corporation: **DOCUMENT # P95000068522**  
Herbal Sensations, Inc.  
13783 S.W. 66th Street #219  
Miami, Florida 33183

2. If Address in Block 1 is incorrect in any way, enter the correct address below:

Address  
City and State Zip Code

3. If Principle Office Address is different from mailing address, enter address below:

Address  
City and State Zip Code

4. Date Incorporated or Qualified  
To Do Business in Florida  
9/6/95

5. FEI Number  
**65-0626300**

FEI Number Applied For  
FEI Number Not Applicable

6. \$875  
CERTIFICATE OF STATUS DESIRED

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
P/D	Jose Diaz	13783 S.W. 66th Street #219	Miami, Florida 33183
			700001952287 -09/20/96--01012--007 ****363.75 ****363.75

**REINSTATEMENT**

REGISTERED AGENT INFORMATION

8. Name and Address of Current Registered Agent

Saul B. Lipson  
1515 University Drive, #222  
Coral Springs, Florida 33071

9. If changed, new registered agent / office

Name  
B & C Corporate Services, Inc.

Street Address (Do NOT Use P.O. Box Number)  
201 S. Biscayne Boulevard

Street Address (Do NOT Use P.O. Box Number)  
Suite 3000

City State Zip  
Miami FL 33131

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent *all* Allison A. Lichter, Vice President (305) 373-9448  
REGISTERED AGENT MUST SIGN

11. If this corporation is a non-profit with I.R.S. 501(c)(3) tax exempt status, check this box ☐ (See other side for additional information.)

12. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐ (See other side for information on intangible tax.)

13. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

Signature of Officer or Director *Jose Diaz*  
Typed or printed name of signing officer or director Jose Diaz

Date 9/4/96

Daytime Phone # (305) 477-5520

P95000068522

5/30/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:56 AM

((H97000008892 6))

O: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: HERBAL SENSATIONS, INC.

AUDIT NUMBER.....H97000008892

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
elp F1 Option Menu F2

NUM

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SH 5/30  
NC

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97 MAY 30 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000008892

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
HERBAL SENSATIONS, INC.**

The undersigned, President of Herbal Sensations, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), and pursuant to Sections 607.1002 and 607.1006, does hereby certify:

1. The name of the Corporation is Herbal Sensations, Inc.
2. The following provisions of the Articles of Incorporation of the Corporation are amended in the following particulars:

**Article First is amended to read as follows:**

**FIRST:** The name of the Corporation is Herbal Worldwide Holdings Corp.

3. The foregoing amendment was approved by the shareholders and directors of the Corporation by unanimous written consent dated as of May 16, 1997. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 21st day of May, 1997.

**Jose Diaz, President**

Michael P. Nido, Esquire  
Florida Bar No. 082368  
Broad and Cassel  
Miami Center, Suite 3000  
201 S. Biscayne Boulevard  
Miami, Florida 33131  
Tel. No. (305) 373-9437

FILED  
97 MAY 30 PM 1:53  
SECRET, U.S. STATE  
TALLAHASSEE, FLORIDA

H97000008892

**BROAD AND CASSEL**  
ATTORNEYS AT LAW

MURRAY D. SHEAR, P.A.  
MIKE SEGAL, P.A.  
JEFFREY A. DEUTCH, P.A.  
PATRICIA S. BOW, P.A.  
C. KEN BISHOP, P.A.  
ROBERT D. BARTON, P.A.  
EDWARD B. MARKLAND, P.A.  
DAVID B. MANN, II, P.A.  
JOHN E. KNETT  
NORMAN S. CASSEL, P.A.  
CLIFFORD I. HENRY, P.A.  
ALVIN J. JAFFE, P.A.  
STEPHEN TURNER, P.A.  
RUSSELL C. DATILLO, P.A.  
DOUGLAS L. MANNHEIMER, P.A.  
MARTIN R. PRESS, P.A.  
MICHAEL A. DRIMM, P.A.  
ANTHONY W. PALMA, P.A.  
ANDREW D. RAJIKIN  
CHARLES S. STRATTON, P.A.  
JAMES E. SLATER, P.A.  
WILLIAM C. PHILLIPS, P.A.  
ALAN S. LEDERMAN, P.A.  
GABRIEL L. IMPERATO, P.A.  
DAVID K. MILLER, P.A.  
ROBERT T. ROSEN, P.A.  
ANDREW COTZIN, P.A.  
KELLY OVERSTREET JOHNSON, P.A.

RANDAL M. ALLGOOD, P.A.  
JAMES J. WHEELER, P.A.  
JEFFREY P. GORDON  
ANDREW S. THOMAS, P.A.  
MARK D. TUCKER  
THEODORE C. TAUB, P.A.  
PETER M. CARDILLO, P.A.  
MARK B. CLINE, P.A.  
VIRGINIA WILLEY JOHNSON  
JOSE I. BARRIOS, P.A.  
JOSE A. BARRIOS, JR., P.A.  
NICHOLAS J. LINDON, P.A.  
JOHN J. JOHNSON  
AMY S. SCHLOTH, P.A.  
DEBORAH H. JOHNSON, P.A.  
RONALD M. GACHO, P.A.  
RICHARD N. MILIAN, P.A.  
LENDRE SCHULLER, P.A.  
ANNE NOVICK BRANAN, P.A.  
DALE S. BERGMAN, P.A.  
MARSHALL S. HARRIS, P.A.  
ROBERT S. JOHNSON, P.A.  
DAWN LANKFORD BOWLING, P.A.  
KATHLEEN L. DEUTSCH, P.A.  
MICHAEL P. BENNETT, P.A.  
THOMAS J. PALMERI, P.A.  
GARY W. JOHNSON, P.A.

CHRISTOPHER D. ROLLE, P.A.  
MARIAN W. SCHLOW, P.A.  
JODI L. CHASS  
DEBRA K. SMITANSKI, P.A.  
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JOYCE L. ELZEN  
DONALD P. DUPRESNE  
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BARRON J. CASTILLO  
ROBERT KOBERT  
JAMES HAN BAIRD  
JAMES P. MIDY, JR.  
CHRISTOPHER KILLER  
RICHARD E. BENRUM  
DOUGLAS B. STARCHER  
GARY E. LEHMAN  
DAVID J. POWERS  
JONATHAN J. ELLIS  
GENE E. CRICK, JR.  
KATHERINE CASTOR  
DAVID L. KARIAN  
ANDREW LEWIS WILLIAMS  
JANE B. PALMER  
ROBERT ALPERT, JR.  
ROBERT F. MALLETT  
KEITH F. WHITE  
EDGAR A. BENIS  
TAMARA CARACHIEL

ELISABETH E. Q. SCHOLLES  
ROSIE PARISH-RAMON  
PETER M. BERNHARDT  
LEIGH ANN MURVIN  
LINDA C. FRAZIER  
STEVE WASKASTEN  
STEVEN J. SILVERMAN  
RODGER HOCHMAN  
KEVIN H. ELLISON  
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LEONARD PERLIN  
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DEBRA R. POTTER  
JANA M. YAW  
CARL S. ROSEN  
HOWARD M. ROBINSON  
DAVID A. FLAKS  
SCOT WARNER  
ANDREA J. FOWLER  
CAROLINE MONTANUS  
LUANN M. DOMINGUEZ  
TYRONE L. LUFMAN  
MANUEL R. VALCARCEL, IV  
ALBERTO A. CARDENAS  
TIM M. BENTER  
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WILLIAM M. ROWLAND, JR., P.A.  
WANDA L. BROWN  
ALAN M. GERLACH  
KENNETH EDELMAN  
WILLIAM P. BURNS  
JODI B. LAURENCE  
JEANNE K. DAMIRGLAN

\* Not Admitted to Florida  
Writer's Direct Line: 373-9448

September 29, 1997

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

Re: Corporate Address Changes

Dear Sir or Madam:

Please be advised that the following entities have changed their address, telephone and fax numbers effective Tuesday, September 30, 1997 as follows:

Herbal Worldwide Holdings Corp. Doc. #H97000008892  
Herbal Sensations, Inc. Doc. #P97000044328  
Herbal International Corporation Doc. #H7000008215  
Herbal USA Corporation Doc. #P97000044284  
2833 Bird Avenue  
Miami, Florida 33133  
Telephone No. (305) 567-9515  
Facsimile No. (305) 567-1041

Thank you for your attention to this matter and we trust that the State's records will be changed accordingly. To evidence receipt of this notice, please date stamp the enclosed copy of this letter and return same to the undersigned in the self-addressed stamped envelope provided for your convenience.

Kelley  
10/1