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TO: DIVISION OF CORPORATIONS FROM: RUTHERFORD, MINERLEY &
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DEPARTMENT OF STATE ONE CROCKER SQUARE, 4TH FL.
STATE OF FLORIDA 2600 N. MILITARY TRAIL
409 EAST GAINES STREET BOCA RATON FL 33431-6330
TALLAHASSEE, FL 32399 CONTACT: KATHLEEN M GOODRICH
FAX: (904) 922-4000 PHONE: (407) 241-1600
FAX: (407) 241-3815

((H96000000717)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: NUTRI-CEUTICALS, INC.
FAX AUDIT NUMBER: H96000000717 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/16/1996 TIME REQUESTED: 11:36:10
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
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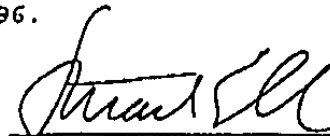
Fax Audit Number: H96000000717

ARTICLES OF INCORPORATION
OF
NUTRI-CEUTICALS, INC.

Pursuant to Section 607.0202, Florida Statutes, these Articles of Incorporation provide that:

1. The name of the corporation is NUTRI-CEUTICALS, INC. (the "Corporation").
2. The principal office of the Corporation is 1451 W. Cypress Creek Road, Suite 300, Ft. Lauderdale, FL 33309.
3. The Corporation may engage or transact in 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.
4. The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$.01 per share.
5. The street address of the initial registered office of this Corporation is 5257 Fountains Drive S., Apt 705, Lake Worth, FL 33467 and the name of the initial registered agent of this Corporation at that address is Herbert Krieger.
6. The name and address of the person signing these Articles of Incorporation as incorporator is Stuart E. Bloch, Esq., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

Dated: January 15, 1996.



Stuart E. Bloch, Esq.
Incorporator

Prepared By:
STUART E. BLOCH, ESQ.
FLORIDA BAR NO. 886459
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(407) 241-1600

Fax Audit No. H96000000717

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for NUTRI-
CEUTICALS, INC., at the place designated in its Articles of
Incorporation, I agree to act in this capacity and to comply with
the provisions of Section 607.0505 of the Florida Statutes.

Dated: January 15, 1996

Herbert Krieger
Herbert Krieger
Registered Agent

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TALLAHASSEE, FLORIDA

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P96000004858

Nutri-Ceuthicals INC

Requestor's Name

2101 NW 33rd Street Suite 200A

Address

Pompano Beach, FL 33069

City/State/Zip

Phone #

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Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #) 000002257140--0
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*****35.00 *****35.00

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☐ Will wait

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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

RA Chg.

V8 AUG 12 1997

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: Nutri-Ceuticals, Inc.
2. The mailing address of the corporation is: 2101 NW 33rd Street, Suite 2000A
Pompano Beach, FL 33069
3. Date of incorporation/qualification: 01/16/96 Document number: P96000004058
4. The name and address of the current registered agent and office:

Horbert Krieger
5257 Fountains Drive South, Apt 705
Lake Worth, FL 33467 US

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

Barry Berkowitz
17782 Heather Ridge Lane
Boca Raton, FL 33498

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.

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

7/21/97
(Date)

Melvyn Steinberg, Vice President
(Printed or typed name and title)

07/21/97
(Date)

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.

[Signature]
(Signature of Registered Agent)

7/21/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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