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July 30, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: JLH International of Florida, Inc.

Dear Sir or Madam:

Enclosed for filing is the Articles of Incorporation for the referenced corporation along with the appropriate filing fee and conformed copy. Please address all correspondence to the following:

Jean D. Brewer
Richard E. Marsh, Jr., P.A.
227 West Trade Street, Suite 1925
Charlotte, North Carolina 28202

Should you have any questions or require additional information, please call me.

Sincerely,



Jean D. Brewer
Office Administrator/Paralegal

jb
Enclosures
jdb/corporat/amway/docs/hcld.001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
JLH INTERNATIONAL OF FLORIDA, INC.**

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STATE

The undersigned incorporate, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **JLH International of Florida, Inc.** (hereinafter called the "Corporation").

ARTICLE II: PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. However, the sole business of this Corporation shall be the operation of an Amway distributorship.

ARTICLE III: CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of authorized shares:	1,000
Par value per share:	\$1.00
Class of Stock:	Common

ARTICLE IV: REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is **3055 Southeast St. Lucie Blvd., Stuart, Florida 34997**, and the name of its registered agent at such address is **Janet L. Held**.

ARTICLE V: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be **3055 Southeast St. Lucie Blvd., Stuart, Florida 34997**.

ARTICLE VI: DIRECTORS

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the

name and address of the member of the Board of Directors, who is to serve as the Corporation's director until her successor is duly elected and qualified is:

Janet L. Held
3055 Southeast S. Lucie Blvd.
Stuart, Florida 34997

Donald J. Held
3055 Southeast S. Lucie Blvd.
Stuart, Florida 34997

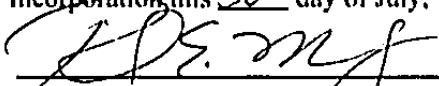
ARTICLE VII: INCORPORATOR

The name of the Incorporator is **Richard E. Marsh, Jr.**, and the address of the Incorporator is **Richard E. Marsh, Jr., P.A., 227 West Trade Street, Suite 1925, Charlotte, North Carolina 28202.**

ARTICLE VIII: INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 30 day of July, 1996.




Richard E. Marsh, Jr., Incorporator

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

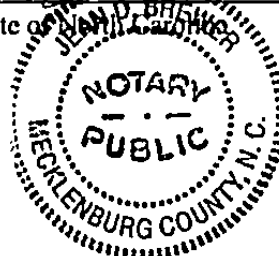
BEFORE ME, the undersigned authority, personally appeared Richard E. Marsh, Jr., to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 30 day of July, 1996.



Notary Public State of North Carolina

My Commission Expires: 11/20/98



CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Articles of Incorporation, Richard E. Marsh, Jr. has named Janet L. Held, located at 3055 Southeast St. Lucie Blvd., Martin County, Stuart, Florida, as its agent to accept service of process within this state.

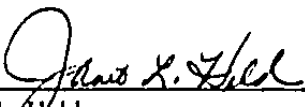
ACKNOWLEDGEMENT

Having been named in accept service of process for the above stated Corporation at the place designated in this Certificate, Janet L. Held hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the property and complete discharge of his duties.

Dated this 29 day of May, 1996.

REGISTERED AGENT:

By:



Janet L. Held

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA