

P96000068190

(Requestor's Name)

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(City/State/Zip/Phone #)

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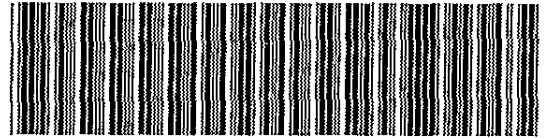
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FILED
02 DEC -6 PM 3:02
TALLAHASSEE, FLORIDA

Ps 12/17/02
Amend



Nutraceutical Clinical Laboratories International, Inc.

December 5, 2002

Sent Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**RE: Direct Distribution USA, Inc.
P96000068190**

Dear Sir:

Enclosed are the following documents:

- Articles of Amendment to Articles of Incorporation of Direct Distribution USA, Inc.
- A check payable to the Department of State in the amount of \$52.50 for the following fees –
 - filing fee for the articles of amendment (\$35.00)
 - certified copy fee of the amendment (\$8.75)
 - certificate of status fee (\$8.75)
- Acceptance of appointment by new registered agent

If additional information is required, please contact me at 727-526-9500, Ext. 105.

Sincerely,

Patricia A. Koepke
Vice President

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

02 DEC -6 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECT DISTRIBUTION USA, INC.

(present name)

P96000068190

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amended Article III

The principal office and mailing address of this Corporation is 3542 Morris Street North, St. Petersburg, FL 33713

Amended Article VI

The street address of the registered office of this Corporation is 3542 Morris St. North, St. Petersburg, FL 33713. The name of the registered agent at such address is Patricia A. Koepke.

Amended Article VII

The Directors who serve on the Board of Nutraceutical Clinical Laboratories International, Inc. shall also serve as directors to this Corporation.

Added Article XII (See attachment)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

See copy of attached stockholder resolution

Articles of Amendment
To
Articles of Incorporation
Of

Direct Distribution USA, Inc.
P96000068190

Added Article XII -

The officers of this Corporation shall consist of a President, Chief Financial Officer and Secretary.

Said officers shall be:

Gary L. Harrison, President
James A. Orchard, Chief Financial Officer
Patricia A. Koepke, Secretary

THIRD: The date of each amendment's adoption: April 15, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of December, 2002

Signature

Gary L. Harrison

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

GARY L. HARRISON
(Typed or printed name)

PRESIDENT
(Title)



Nutraceutical Clinical Laboratories International, Inc.

December 5, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**RE: Direct Distribution USA, Inc.
P960000068190**

Dear Sir:

This letter will confirm my acceptance of being appointed the registered agent for this Corporation.

This will also serve as confirmation that I am familiar with and accept the obligations associated with this position.

Sincerely,

Patricia A. Koepke
Vice President


Stockholder Resolution of Direct Distribution USA, Inc.

WE, the undersigned stockholders of said Corporation, hereby agree and consent to approve the following resolution:

RESOLVED, that we, the sole stockholders of Direct Distribution USA, Inc. agree to sell (pursuant to the terms of the Merger and Share Acquisition Agreement, dated December 15, 2001) all the outstanding shares of the Company to Nutraceutical Clinical Laboratories International, Inc. in exchange for restricted common shares of NCLII stock, effective December 1, 2001.

AS CERTIFIED by the signatures of all shareholders, this resolution was unanimously approved by written consent in lieu of a duly called meeting.

Dated: 4-15, 2002.



Carl Anderson



William Morris

(On behalf of the Estate of Marilyn L. Morris)



Brett J. Phillips