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SANDRA P. GREENBLATT, P.A.
EMERALD LAKE CORPORATE PARK
3109 STIRLING ROAD
SUITE 101
FORT LAUDERDALE, FL 33312-6828

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SANDRA P. GREENBLATT
BOARD CERTIFIED HEALTH LAW ATTORNEY

September 16, 1996

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-09/19/96--01070--014
****122.50 ****122.50

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

Re: Health and Longevity Club, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Health and Longevity Club, Inc. Enclosed, as well, is our \$122.50 check for the following:

Certified Copy	\$ 52.50
Registered Agent Designation	35.00
Filing Fees	35.00
TOTAL	\$122.50

96 SEP 19 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Upon your receipt and filing of the documents, please send me, at the address stated on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,

Sandra P. Greenblatt
Sandra P. Greenblatt

Enclosures

DMC
9/20/96

SEC-STAT.ART

ARTICLES OF INCORPORATION
OF
HEALTH AND LONGEVITY CLUB, INC.

FILED
96 SEP 19 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

Name

The name of the Corporation is Health and Longevity Club, Inc.

ARTICLE II

Duration

The term of existence of the Corporation is perpetual.

ARTICLE III

Nature of Business

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the sale and promotion of vitamins and nutritional products and custom vitamin programs to the general public; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
Capital Stock

The aggregate number of shares which the Corporation has authority to issue is Ten Million (10,000,000), all of which shall be common stock having a par value of One Cent (\$.01) per share.

ARTICLE V
Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
Registered Office

The street address of the initial registered office of the Corporation is:

3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

The name of the registered agent at such address is:

Sandra P. Greenblatt, Esq.

ARTICLE VII
Principal Office

The initial street address of the principal office of the Corporation in the State of Florida is:

3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

ARTICLE VIII
Directors

The initial board of directors of the Corporation shall consist of three (3) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the member(s) of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Robert H. Winnerman	2000 S. Ocean Blvd., Apt. 402S Palm Beach, Florida 33480
Herbert M. Hutt	2929 Banyan Boulevard Circle N.W. Boca Raton, Florida 33431
Sanford Winnerman	17 Terrace Road West Orange, New Jersey 07052

ARTICLE IX
Incorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sandra P. Greenblatt, Esq.	3109 Stirling Road, Suite 101 Fort Lauderdale, Florida 33312

ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director to the full extent permitted by law.

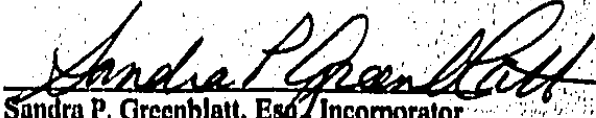
ARTICLE XI
**Reimbursement for Organizational and Certain
Other Preincorporation Expenses: Adoption of Contracts**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
Right to Amend Articles of Incorporation

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

16th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of Sept., 1996.


Sandra P. Greenblatt, Esq., Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, personally appeared Sandra P. Greenblatt, Esq., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed and who produced his/her Florida Driver's License as proof of identity.

Witness my hand and official seal this 16th day of September, 1996, in the aforesaid County and State.


Notary Public

Printed Name of Notary Public: Emma Albize

Commission Number:

My Commission Expires:



EMMA ALBIZE
My Commission CC267201
Expires Mar. 28, 1997
Huckleberry Associates Inc
800-422-1565

**CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

FILED
96 SEP 19 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

HEALTH AND LONGEVITY CLUB, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS LOCATED AT 3109 STIRLING ROAD, FORT LAUDERDALE, FLORIDA, HAS
NAMED SANDRA P. GREENBLATT, ESQ., LOCATED AT 3109 STIRLING ROAD, SUITE
101, FORT LAUDERDALE, FLORIDA 33312, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.

SIGNATURE: 

TITLE: Incorporator

DATE: September 16, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

Sandra P. Greenblatt, Esq., Registered Agent

DATE: September 16, 1996

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Requestor's Name

SANDRA P. GREENBLATT, P.A.
3109 STIRLING ROAD, STE 101
FT. LAUDERDALE, FL 33312-0558

City/State/Zip Phone #

Office Use Only

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

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #) **300002289453--4**
-09/22/97--01094--001
*******35.00 *****35.00**
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- 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

FILED
97 SEP 29 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAAs
all 9/29

Examiner's Initials