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TALLAHASSEE, FL 32301-2607
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networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

P96000100232

ACCOUNT NO. : 072100000032

REFERENCE : 183655 4342718

AUTHORIZATION : Patricia Pysick

COST LIMIT : \$ 122.50

ORDER DATE : December 11, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 183655-005

CUSTOMER NO: 4342718

700002025947--2

CUSTOMER: Mr. Steven W. Vazquez
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: NATURAL HEALTH & FITNESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
55 DEC 11 PM 4:24
STATE
SECRETARY
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-6-96

Dmc
12-11-96

RECEIVED
5 DEC 11 PM 3:30
TALLAHASSEE, FLORIDA

GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

December 10, 1996

VIA HAND DELIVERY

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

Re: Natural Health & Fitness, Inc..

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Natural Health & Fitness, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. A check payable to you for the following charges:

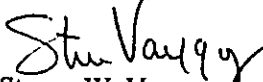
Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered	
Agent's certificate	<u>35.00</u>

TOTAL	\$122.50
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Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.


Steven W. Vazquez

SWV/ad
Enclosures
cc: Raul A. Vazquez (w/enc.)
1684-001^C (Nat)

ARTICLES OF INCORPORATION
OF
NATURAL HEALTH & FITNESS, INC.

FILED
96 DEC 11 PM 4:24
SEAL
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Natural Health & Fitness, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

NATURAL HEALTH & FITNESS, INC.

EFFECTIVE DATE

12-6-96

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 12962 N. Dale Mabry Highway, Tampa, Florida 33618.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Raul A. Vazquez	12962 N. Dale Mabry Highway Tampa, FL 33618

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12962 N. Dale Mabry Highway, Tampa, Florida 33618, and the name of the corporation's initial registered agent at that address is Raul A. Vazquez.

ARTICLE VI. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on December 6, 1996.

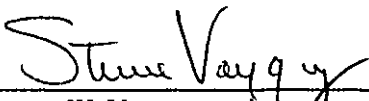
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Steven W. Vazquez
100 South Ashley Drive, Suite 1300
Tampa, FL 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: December 10, 1996



Steven W. Vazquez, as incorporator

NATURAL HEALTH & FITNESS, INC.

FILED

ACCEPTANCE OF REGISTERED AGENT

96 DEC 11 PM 4:24


TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Natural Health & Fitness, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 12962 N. Dale Mabry Highway, Tampa, Florida 33618, has named Raul A. Vazquez as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Whiz Educational Products, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relatives to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: December 10, 1996.



Raul A. Vazquez