

P97000000349

**TRANSMITTAL LETTER  
FILING ARTICLES OF INCORPORATION**

27 December 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6237  
Tallahassee, Florida 32314

FILED  
96 DEC 30 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300002050783--3  
-01/08/97--01067--009  
\*\*\*\*245.00 \*\*\*\*122.50

Dear Sir/Madam:

Please find enclosed an original and two copies of Articles of Incorporation (which includes designation and acceptance of registered agent for service of process) for filing.

Also enclosed is a check in the amount of \$122.50 to cover the filing fees and other costs associated with this request.

Please return one or more of the certified copies of the Articles of Incorporation to:

NORTH AMERICAN FINANCIAL SERVICES  
29656 U.S. Highway 19 North  
Tropicana Industrial Park Suite #200  
Clearwater, Florida 34621

Thank you for your assistance in this matter.

Sincerely,



Harold H. Hammer, Jr., General Agent  
29656 U.S. Highway 19 North  
Tropicana Industrial Park Suite #200  
Clearwater, Florida 34621  
PHONE: (813) 781-6600 or (813) 781-5000  
FAX: (813) 781-6900

Enclosures

# **ARTICLES OF INCORPORATION**

**OF**

**NEW AGE PHARMACEUTICALS, INC.**

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## **ARTICLE ONE**

The name of the corporation is:

**NEW AGE PHARMACEUTICALS, INC.**

## **ARTICLE TWO**

The period of its duration is perpetual.

## **ARTICLE THREE**

The purpose for which the corporation is organized is for the research, development, manufacturing, packaging, marketing and sales of creams, ointments and various non-food, topically applied personal products and operation of related administrative and service facilities, as may be required, as well as for the transaction of any or all lawful business activities, for which an entity may be incorporated under the Florida Corporation Act.

## **ARTICLE FOUR**

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of the common stock of the Corporation, having a par value of (\$0.01) U.S. Dollars, each.

## **ARTICLE FIVE**

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$50,000.00 consisting of money, labor done or tangible, intangible, or intellectual property actually received.

## **ARTICLE SIX**

The street address of the initial PRINCIPAL CORPORATE OFFICE is:

5498 Worthington Loop  
Palm Harbor, Florida 34685

The street address of its initial REGISTERED AGENT is:

29656 U. S. Highway 19 North  
Suite #200  
Clearwater, Florida 34621

and the name of its initial registered agent at such an address is:

**Hal Hammer**

The named registered agent, Hal Hammer, hereby acknowledges that he accepts the appointment as registered agent of NEW AGE PHARMACEUTICALS, INC., and will discharge the duties required of a registered agent in the State of Florida.

(Signed) \_\_\_\_\_

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors is Two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

##### Name and Mailing address

Gene C. Weitz  
5498 Worthington Loop  
Palm Harbor, Florida 34685

Scott B. Canady  
2798 Hyde Park Place  
Clearwater, Florida 34621


ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE  
Name and Mailing address

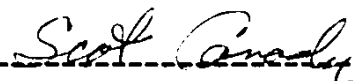
Gene C. Weitz  
5498 Worthington Loop  
Palm Harbor, Florida 34685

(signed)

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Incorporator

Scott B. Canady  
2798 Hyde Park Place  
Clearwater, Florida 34621

(signed)

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Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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