

ROBERT G. BEARD, JR., C.P.A.

16644 Valley Drive
Tampa, Florida 33618

(813) 963-0251
FAX (813) 968-5434

P97000001149

December 27, 1996

Department of State
Corporate Records/Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

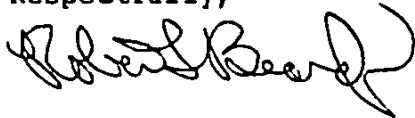
300002043509--E
-01/02/97--01045--013
***122.50 ***122.50

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of
Incorporation of SOARING EAGLE ENTERPRISES, INC.

Also find enclosed a check made payable to the Secretary of
State in the amount of \$122.50 which includes the statutory
filing fee. Your assistance in establishing the corporation
to be known as SOARING EAGLE ENTERPRISES, INC. is appreciated.

Respectfully,



enclosures - 3

JAN 2

BSB

FILED
96 DEC 31 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-97

ARTICLES OF INCORPORATION
OF
SOARING EAGLE ENTERPRISES, INC.

FILED
96 DEC 31 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is SOARING EAGLE ENTERPRISES, INC.

ARTICLE II

EFFECTIVE DATE

1-1-97

This corporation shall have perpetual existence, commencing January 1, 1997.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act. More specifically, the general nature of the business to be transacted by this corporation is to distribute minerals and vitamins, and other health and sports products.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 10,000 of the par value of one dollar (\$1.00) each. Such shares will be designated Common Shares.

ARTICLE V

The corporation will not commence business until it has received for issuance of shares consideration of the value of \$1,000 consisting of money, labor done or property actually received.

ARTICLE VI

The street address of its initial registered office is 16644 Vallely Drive, Tampa, Florida 33618-1152, and the name of its initial registered agent at such address is Robert G. Beard, Jr.

ARTICLE VII

The corporation's principal office and mailing address is 16644 Valley Drive, Tampa, Florida 33618-1152.

ARTICLE VIII

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

<u>NAME</u>	<u>ADDRESS</u>
Robert G. Beard, Jr.	16644 Valley Drive Tampa, Florida 33618
Karen A. Beard	16644 Valley Drive Tampa, Florida 33618

ARTICLE IX

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 X

The name and address of the incorporator and the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Karen A. Beard	16644 Valley Drive Tampa, Florida 33618



Karen A. Beard

Date 12-27-96

FILED
96 DEC 31 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the statutes relative to the proper and complete performance of my duties.


Robert G. Beard, Jr.

Date December 27, 1996