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FLORIDA DEPARTMENT OF STATE CIVISION OF CORPORATIONS Secretary of State

June 25, 1997

SUNSHINE NUTRITIONAL SUP. SUITE 25 2700 W. OAKLAND PARK BLVD. FT. LAUDERDALE, FL 33311

SUBJECT: UNIVERSAL PLACEMENT COMPANY, INC.

Ref. Number: P97000002159

We have received your document for UNIVERSAL PLACEMENT COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The current name of the entity is as referenced above. Please correct your document accordingly.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain Corporate Specialist

Letter Number: 697A00033720

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Page 18 Sept 1

(present name)					
Pursuant to the provisions of section following articles of amendment to it	607.1006, Florida Sia articles of incorporat	ututes, this Florida profit corporation adopts the ion:			
EIDCT: Americantal about 1. C					
FIRST: Amendment(s) adopted: (h	raicase article rumber	(s) being amended, added or deleted)			
arlual IV (OLD)	, !	(NEW)			
	1	() ,			
DEANS KEIL Soig 80m Fers	1	Roberta Lynn Scot			
LAKE WOETH, FL 33467	1	13908 K Folleston Circle			
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1 Aca = 10	- 1 office	Roberta Lynn Seatt			
Registered Acont/Resist	1	13908 FOIKSTONE CIRCLE			
DEAN S. KEIL 5019 800 Fer S.	1	wellington FC 33414			
-AKE WORTH FL 13467	1	7 / (27.1.)			
See ex A-	;				
	vides for an exchange	reclassification or cancellation of issued shares,			

THIRD: 1	The date of each amendment's adoption: 6-16-97				
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				
ď	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
à	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
Signed this 167H day of JUNE, 19 97					
Signature _	Roberta & Scott Grendens				
(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)					
PRESIDENT					
Typed or printed name					
PRESIDENT					
	Title				

ExA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT. IN THE STATE OF FLORIDA.

1. The name of the corporation is:	Universal Placement Company, Inc.		
2. The name and address of the registered agent and office is:			
Roberta	Lynn Scott (NAME)		
13908 F	OIKStone CIRCLE BOX OF MAIL Drup BOX NOT ACCEPTABLE)		
Welling	on CL 33414 (CITY/STATE/ZIP)		

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 accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Roberta L. Death (0/17/97 (DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314