

(SAMPLE LETTER OF TRANSMITTAL)

P97000036594

Date *4-20-97*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 AM 10:08

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

Re: *EATING Well* Inc.
(name of corporation)

900002151519--3
04/23/97 01041-003
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Janis Murphy
(individual's name)

EATING Well, INC
(name of corporation)

MAILING ADDRESS OF CORPORATION		
<i>1000 SAVAGE COURT</i>		
<i>Longwood, FL 32750</i>		
PHONE		
<i>(407)</i>	<i>834-0019</i>	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

EATING WELL INC.

(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

EATING WELL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of Common Stock Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>JANIS MURPHY</u>		
ADDRESS	<u>1821 LAKE SHORE CIRCLE</u>		
CITY	<u>LONGWOOD</u>	FLORIDA	ZIP <u>32750</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>EATING WELL, INC.</u>		
ADDRESS	<u>1000 SAVAGE COURT</u>		
CITY	<u>LONGWOOD</u>	FLORIDA	ZIP <u>32750</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JANIS MURPHY</u>		
ADDRESS	<u>1821 LAKE SHORE CIRCLE</u>		
CITY	<u>LONGWOOD</u>	STATE <u>FL.</u>	ZIP <u>32750</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Janis Murphy		
ADDRESS	1821 LAKESHORE CIRCLE		
CITY	LONGWOOD	STATE	FLORIDA ZIP 32750
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21
day of April, 1997.

_____(Seal)
_____(Seal)
_____(Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

EATING well, INC.

(name of corporation)

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

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1000 SAVAGE COURT

LONGWOOD FL. 32750

has named JANIS MURPHY

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Janis Murphy
(registered agent) / Incorporator