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SINGER AND ZANE, P.A.
NORTHPOINT CORPORATE CENTER
701 NORTHPOINT PARKWAY
SUITE 330
WEST PALM BEACH, FLORIDA 33407

JEFFREY P. ZANE *
MICHAEL S. SINGER, J.D., LL.M.

*MEMBER OF
FLORIDA & NEW YORK BAR

TELEPHONE (561) 471-1002
NATIONWIDE (800) 226-1484
TELEFAX (561) 471-8777

REPLY TO:
WEST PALM BEACH

MIAMI OFFICE
1670 MADRUQA AVENUE
PENTHOUSE ONE
CORAL GABLES, FLORIDA 33146
TELEPHONE (305) 668-7072
TELEFAX (305) 668-1220

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 12:05

April 23, 1997

FEDERAL EXPRESS

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

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-04/24/97--01062--011
*****122.50 *****122.50

Re: **Vitamin Hut, Inc.**
Delray Beach Property, Inc.

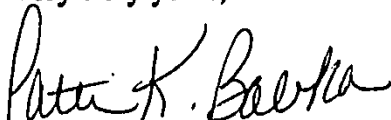
Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for each of the above-named corporations, along with a check for each corporation to cover the following expenses:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please return the certified copy of each to our office. Thank you for your attention to this matter. Should have any questions, please do not hesitate to contact our office.

Very truly yours,


Patti K. Babka,
Legal Assistant

Enclosures as Stated

D. BROWN APR 25 1997

ARTICLES OF INCORPORATION
OF
VITAMIN HUT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 12:05

The undersigned, incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following articles of incorporation:

ARTICLE ONE

The name of this corporation is VITAMIN HUT, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific purpose of the corporation is the retail and wholesale sale of vitamins and vitamin retail establishments.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

4.02 The minimum amount of paid-in capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE FIVE

5.01 The street address of the initial corporate office of the corporation is c/o Jeffrey P. Zane, Esq., 701 Northpoint Parkway (Ste. 330), West Palm Beach, Fl. 33407.

5.02 The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is JEFFREY P. ZANE, ESQUIRE, Singer & Zane, P.A., 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is JEFFREY P. ZANE, ESQUIRE, Singer & Zane, P.A., 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Charles Rosner	701 Northpoint Pkwy. (Ste. 330) West Palm Beach, Fl. 33407
Gary Dubin	701 Northpoint Pkwy. (Ste. 330) West Palm Beach, Fl. 33407

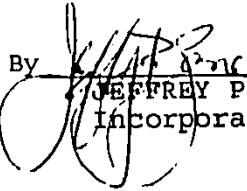
ARTICLE EIGHT

Nothing in these articles of incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

The effective date of this corporation shall be the filing date of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation this 23rd day of April, 1997.

By _____
JEFFREY P. ZANE,
Incorporator

STATE OF FLORIDA
COUNTY OF PALM VITAMIN

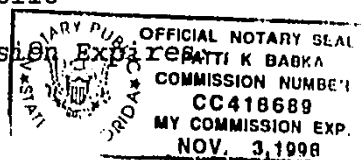
Before me, the undersigned authority, personally appeared JEFFREY P. ZANE, to me to be the person described in and who

subscribed the above and foregoing Articles of Incorporation; and who acknowledged that he made and subscribed the same for the purposes and uses set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above-named County and State this 23rd day of April, 1997.

Patti K. Babka
Notary Public

My Commission Expires



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 12:05

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May be Served and Names and Addresses of the Officers
and Trustees.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes.

VITAMIN HUT, INC., a corporation organized under the laws of
the State of Florida, with its principal office at 701 Northpoint
Parkway (Ste. 330), West Palm Beach, Fl. 33407, has named JEFFREY
P. ZANE, ESQ., located at 701 Northpoint Parkway, Suite 330, West
Palm Beach, Florida 33407, as its agent to accept service of
process within this State.

OFFICERS

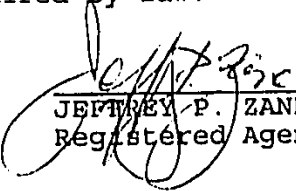
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Gary Dubin	Pres./ Sec.	701 Northpoint Pkwy. (Ste. 330) West Palm Beach, Fl. 33407
Charles Rosner	V.Pres./ Treas.	701 Northpoint Pkwy. (Ste. 330) West Palm Beach, Fl. 33407

DIRECTORS

Charles Rosner	701 Northpoint Pkwy. (Ste. 330) West Palm Beach, Fl. 33407
Gary Dubin	701 Northpoint Pkwy. (Ste. 330) West Palm Beach, Fl. 33407

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to
keep the office open during prescribed hours; to post my name (and
any other officers of said corporation authorized to accept service
of process at the Florida designated address) in some conspicuous
place in the office as required by law.


JEFFREY P. ZANE,
Registered Agent