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ACCOUNT NO. : 072100000032

REFERENCE : 434199 7131003

AUTHORIZATION : *Mark R. Watson*

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1997

ORDER TIME : 9:52 AM

ORDER NO. : 434199-005

CUSTOMER NO: 7131003

CUSTOMER: Irving Joseph Gonzalez, Esq
IRVING JOSEPH GONZALEZ,
ATTORNEY AT LAW
Suite 928
444 Brickell Avenue
Miami, FL 33131

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REG. NO. 1011
51 JUN 19 PH 12:04
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: V & G NUTRITIONAL SYSTEMS,
INC.

RECEIVED
97 JUN 19 AM 11:27
DIVISION OF CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

8N JUN 19 1997

ARTICLES OF INCORPORATION
OF
V & G NUTRITIONAL SYSTEMS, INC.

FILED

97 JUN 19 PH 12:04

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

ARTICLE I - NAME

The name of this corporation is: V & G NUTRITIONAL SYSTEMS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transcribed and carried on are as follows: nutritional systems, and in general to carry on any other legal business whatsoever which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and, further to borrow or raise money for any purposes to mortgage all or any party of the property corporeal or incorporeal rights or franchise of this company now owned or hereafter acquired and to create, issue, draw, accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III - GENERAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$1.00 par value.

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$ 100.00 dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - CORPORATION'S ADDRESS

The initial address of the principal office of this corporation in the State of Florida shall be 5890 SW 76 Avenue, Davie, Florida 33328.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any place within and without the United States.

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is, Irving J. Gonzalez, 444 Brickell Avenue, Suite 928, Miami, Florida 33131.

ARTICLE VIII - AMENDMENT

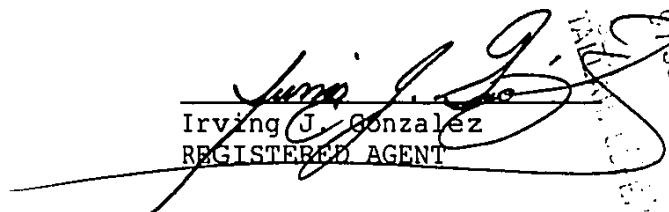
The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE IX - DESIGNATION OF REGISTERED AGENT

The following person, Irving J. Gonzalez, is hereby named

as Registered Agent for this corporation to be its agent and to
accept service of process within the State of Florida whose address
is 444 Brickell Avenue, Suite 928, Miami, Florida 33131.

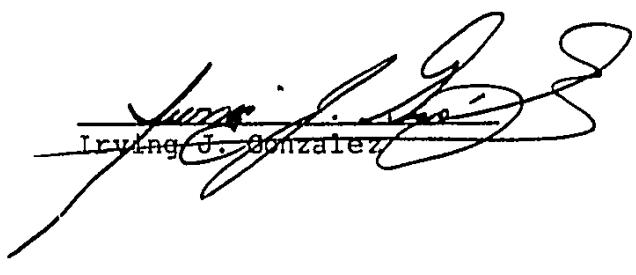
I hereby accept my appointment as Registered Agent, being
familiar with and accepting the obligations of the position of
Registered Agent under Section 607.0505, Florida Statutes. I am an
individual residing in the State having a business office identical
with the registered office of the corporation.


Irving J. Gonzalez
REGISTERED AGENT

FLORIDA
REGISTERED AGENT
JUN 19 1997
FLORIDA

ARTICLE X

The undersigned being all the original subscriber(s) to the
capital stock hereinabove named for the purposes of forming a
corporation for profit to do business both within and outside the
State of Florida, does hereby make, subscribe, acknowledge and file
this certificate hereby declaring and certifying that the facts
herein stated are true and do respectively agree to take the number
of shares of stock hereinabove set forth as to each of us and
accordingly have hereunto set my hand and seal this 16th day of
June, 1997.


Irving J. Gonzalez