

SULLIVAN & SKRIVAN

ATTORNEYS AT LAW

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JOHN L. SULLIVAN, JR.
MASTER OF LAWS IN TAXATION
FLORIDA BAR BOARD CERTIFIED
IN WILLS, TRUSTS & ESTATES

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KENT A. SKRIVAN
MASTER OF LAWS IN TAXATION

PQ 70000073922

August 20, 1997

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

Re: Articles of Incorporation of MAGS & ASSOCIATES, INC.

Dear Sirs:

Enclosed please find the Articles of Incorporation for MAGS & ASSOCIATES, INC. for filing with your office.

Please forward a time stamped copy to our office after the Articles have been filed. We have enclosed an extra copy for your use in that regard. We are not requesting a certified copy at this time.

We enclose our firm's check in the amount of \$70.00 to cover your fees in this matter.

Thank you for your cooperation. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Kent A. Skrivan
Kent A. Skrivan

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encl.

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TALLAHASSEE, FLORIDA
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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MAGS & ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is MAGS & ASSOCIATES, INC.

ARTICLE II
PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office of the Corporation is 19510 Lost Creek Drive Fort Myers, Florida 33912

The mailing address of the Corporation is 19510 Lost Creek Drive, Fort Myers, Florida 33912.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized to engage in the business of the distribution and management of distributors of health and wellness products, and for all other lawful purposes allowed a Florida corporation.

ARTICLE IV
DURATION

The Corporation shall have a perpetual existence commencing from the date of filing these Articles of Incorporation.

ARTICLE V
DIRECTORS

The method by which Directors of the Corporation shall be elected is set forth in the bylaws. The initial Board of Directors shall consist of two members. The names and addresses of the initial Directors are:

GORDON SUNDIN
19510 Lost Creek Drive
Fort Myers, Florida 33912

and

MARY ANN SUNDIN
19510 Lost Creek Drive
Fort Myers, Florida 33912

ARTICLE VI
CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar Par value Common Stock.

ARTICLE VII
INITIAL REGISTERED AGENT AND ADDRESS

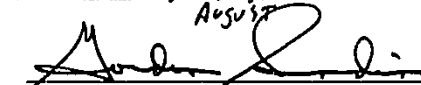
The name of the initial registered agent for the Corporation is GORDON SUNDIN .
The address of the registered agent is 19510 Lost Creek Drive, Fort Myers, Florida 33912.

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is as follows:

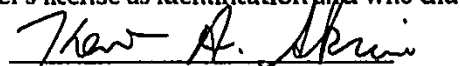
GORDON SUNDIN
19510 Lost Creek Drive
Fort Myers, Florida 33912

IN WITNESS WHEREOF, the incorporator, GORDON SUNDIN , has signed these Articles of Incorporation for the purpose of forming the Corporation under the laws of the State of Florida, this 20 day of ~~July~~ ^{August}, 1997.


Gordon Sundin

STATE OF FLORIDA
COUNTY OF COLLIER

The attached or foregoing instrument was acknowledged before me this 20 day of August, 1997, by GORDON SUNDIN , who is personally known to me or who produced a driver's license as identification and who did take an oath.


NOTARY PUBLIC
COMMISSION EXPIRATION: 10/24/97



KENT A SKRIVAN
My Commission CC325627
Expires Oct. 24, 1997
Bonded by HAI
800-422-1859



KENT A. SKRIVAN
CC325627
10/24/97


**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is MAGS & ASSOCIATES, INC.
2. The name and address of the registered agent and registered office of the Corporation is:

GORDON SUNDIN
19510 Lost Creek Drive
Fort Myers, Florida 33912

Signed this 20 day of August, 1997

By:  L.S.
Gordon Sundin, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the 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 I am familiar with and accept the obligations of my position as Registered Agent.

Date: 8-20-97

 L.S.
Gordon Sundin

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