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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: ULTIMATE PRODUCTS OF FLORIDA, INC.

AUDIT NUMBER.....H97000018305

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

NOV 5 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

EMPIRE

SUBJECT: ULTIMATE PRODUCTS OF FLORIDA, INC.
REF: W97000025038

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NAME CONFLICT IS ULTIMATE PRODUCTS, INC. FILED ON 11/19/87.

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Neysa Culligan
Document Specialist

FAX Aud. #: H97000018305
Letter Number: 397A00053358

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ARTICLES OF INCORPORATION
OF

Ultimate Health Products of Florida, Inc.

The undersigned incorporator, for the purpose of forming Corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: Ultimate Health Products of Florida, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 407 Lincoln Road, Suite 6-L, Miami Beach, FL 33139.

ARTICLE III PURPOSE

The purpose of this corporation shall be: The wholesale and retail sale of consumer health products and related activities, and any other lawful activity the board of directors may from time to time decide to pursue.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000,000 shares having a par value of \$1.00.

ARTICLE V INTIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Stephen H. Sheriff, Esq.
Stephen H. Sheriff, P.A.
407 Lincoln Road, Suite 6-L
Miami Beach, FL 33139

Stephen H. Sheriff
Fla. Bar 973830
Stephen H. Sheriff, P.A.
407 Lincoln Road, Suite 6-L
Miami Beach, FL 33139
Telephone (305) 531-0062

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ARTICLE VI BOARD OF DIRECTORS

The names and addresses of the initial board of directors shall be:

John M. Kouri
910 NE 178th Street
N. Miami Beach, FL 33162

Stephen H. Sheriff
407 Lincoln Road, Suite 6-L
Miami Beach, FL 33139

ARTICLE VII OFFICERS

The names, titles, and addresses of the officers of this corporation shall be:

John M. Kouri / President
910 NE 178th Street
N. Miami Beach, FL 33162

Linda Alotta / Secretary
910 NE 178th Street
N. Miami Beach, FL 33162

ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation shall be:

Stephen H. Sheriff
Stephen H. Sheriff, P.A.
407 Lincoln Road, Suite 6-L
Miami Beach, FL 33139

The undersigned has executed these Articles of Incorporation this 5th day of November, 1997.


Incorporator

497000018305

TOTAL P.05

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, 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.


REGISTERED AGENT

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