

P9800030481

LAWS OFFICES  
OUGHTERSON, OUGHTERSON, PREWITT & SUNDHEIM, P. A.

310 SW OCEAN BOULEVARD  
STUART, FLORIDA 34994-2007  
(561) 287-0660

WM. A. OUGHTERSON  
JOHN E. PREWITT  
FREDERICK G. SUNDHEIM, JR.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 31 PM 1:42  
T. T. OUGHTERSON  
(1904-1983)  
FAX (561) 287-0660

March 30, 1998

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: H.N.A. MARKETING, INC.

500002474045--3  
-03/31/98--01088--021  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation to the above-captioned corporation.

Once the Articles has been filed, please return same to my office in the enclosed Fed-Ex envelope. This is a rush. Thank you very much.

Sincerely yours,

  
Frederick G. Sundheim, Jr.

FGS:sn  
H-410B  
Encls.

cc: Mr. Frank J. DeVico

4-2-98  
WJ5

H- /sn

**ARTICLES OF INCORPORATION  
OF  
H.N.A. MARKETING, INC.**

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAR 31 PM 1:42

**ARTICLE I. NAME**

The name of this corporation shall be H.N.A. MARKETING, INC.

**ARTICLE II. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III. NATURE OF BUSINESS**

The general nature of the businesses to be transacted by this corporation are to market, distribute, and sell nutritional and health products and any other lawful business in connection with the same.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One share having a nominal or par value of One (\$1.00) dollar per share.

**ARTICLE V. PRINCIPAL AND REGISTERED OFFICE**

The street address of the principal office of this corporation in the State of Florida is 204 Winnachee, Stuart, FL. The street address of the initial registered office of this corporation in the State of Florida is 204 Winnachee, Stuart, Florida. The name of the initial registered agent at such address is William Hill.

**ARTICLE VI  
MANAGEMENT BY SHAREHOLDERS**

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

## ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
William Hill	1775 NW Fork Rd. Stuart, FL 34994	President/Secretary
Lynne S. Hill	1775 NW Fork Rd. Stuart, FL 34994	VPresident/Treasurer

## ARTICLE VIII. BY-LAWS

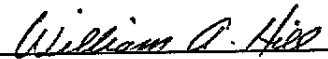
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

## ARTICLE IX. AMENDMENTS

These 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 shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

  
WILLIAM HILL, President/S

  
LYNNE S. HILL, VPresident/Tr

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 30 day of  
March, 1998, by WILLIAM HILL, President/S and LYNNE S. HILL, VPresident/T.



Sharon K. Newman  
Notary Public  
My Commission Expires:

I, WILLIAM HILL, having been designated to act as Registered Agent,  
hereby consent to act in that capacity until removed or my resignation is  
submitted.

William A. Hill  
WILLIAM HILL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 1:42