

P98000047249



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 830952 8437A

AUTHORIZATION :

COST LIMIT : \$ *Patricia P. Pitt*

ORDER DATE : May 26, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 830952-005

CUSTOMER NO: 8437A

CUSTOMER: Frederick Woodbridge, Jr., Esq
BAUR, WOODBRIDGE, REUS &
KLEIN, P.A.
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

300002534743--3
-05/26/98--01033--014
****122.50 ****122.50

DOMESTIC FILING

NAME: NUTRICEUTIC CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

2044
W98-11895

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:26

DIVISION OF CORPORATIONS

98 MAY 26 PM 1:26

5/27/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:26

May 26, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NUTRICEUTIC CORPORATION
Ref. Number: W98000011895

RESUBMIT

Please give original
submission date as file date.

We have received your document for NUTRICEUTIC CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00029265

RECEIVED
98 MAY 27 PM 12:06
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

NUTRICEUTIC U.S.A., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:26

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

NUTRICEUTIC U.S.A., INC.

The principal place of business of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is
Frederick Woodbridge, Jr.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

This corporation shall have one director, initially. The name and street address
of the initial member of the Board of Directors is:

Jean-Louis Blua

c/o Baur, Woodbridge, Reus & Klein, P.A.
100 N. Biscayne Blvd., 21st Fl.
Miami, Florida 33132-2306

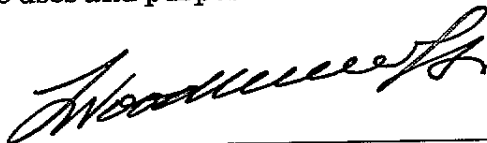
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator executing these Articles of
Incorporation is:

Frederick Woodbridge, Jr., Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132-2306

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles for the uses and purposes therein stated.



Frederick Woodbridge, Jr.
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:26

NUTRICEUTIC CORPORATION

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 19th day of May, 1998.



Frederick Woodbridge, Jr.