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September 12, 1998

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

FedEx Airbill No. 791617957878

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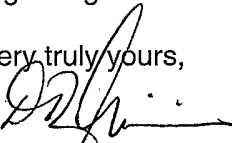
Re: Sutone Health Corporation
Articles Of Incorporation/Designation of Reg. Agent

Dear Sir or Madam:

Enclosed herewith please find an original and a copy of the Articles of Incorporation of the above-referenced corporation submitted for filing, as well as a check in the sum of One Hundred Twenty Two and 50/100 Dollars (\$122.50) payable to the Secretary of State for filing same.

Please return a stamped copy of the enclosed Articles to my attention. If you have any questions regarding the above, please contact me by telephone prior to returning the enclosed.

Very truly yours,


D.R. Girvin
DRG/dg
Enclosures:

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ARTICLES OF INCORPORATION

OF

SUTONE HEALTH CORPORATION

I, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Sutone Health Corporation.

ARTICLE II

The purpose of this corporation and the general nature of the business to be transacted by it shall be:

(A) To engage in the sale of health foods and products, including but not limited to, vitamins, health supplements, health publications, and related products; and,

(B) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; to carry on any lawful business whatsoever which will accomplish the purposes or objects of the corporation without limiting or restricting in any manner the powers of this corporation; and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of One Thousand Shares (1,000) shares of common stock having a par value of \$1.00 per share. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property,

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labor, or any form or type of services to be valued by the directors of the corporation at a just and fair valuation as shall be fixed by the directors.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial board of directors shall be composed of two (2) directors, which may be increased by the board at any time by resolution. The names and addresses of the initial directors are:

Tony Reagan
8176 Wendy Lane East
West Palm Beach, Florida 33411

Susan Reagan
8716 Wendy Lane East
West Palm Beach, Florida 33411

ARTICLE VI

The street address of the initial principal office of the corporation shall be 6153 Lake Worth Road, Greenacres. Florida 33463. The mailing address of the corporation shall be 8716 Wendy Lane East, West Palm Beach, Florida 33411. The directors may from time to time change the registered office and the mailing address of the corporation by resolution.

ARTICLE VII

The names and addresses of the initial officers of this corporation shall be as follows:

President: Tony Reagan
8716 Wendy Lane East
West Palm Beach, FL 33411

Secretary- Susan Reagan
Treasurer: 8716 Wendy Lane East
West Palm Beach, FL 33411

ARTICLE VIII

Tony Reagan, located at the registered office of the corporation, is designated as the

registered agent to accept any service of process within this state on behalf of the corporation. The street address of the initial registered office of the corporation shall be 8716 Wendy Lane East, West Palm Beach, Florida 33411.

ARTICLE IX

The incorporator of this corporation shall be Tony Reagan. The address of the incorporator is 8716 Wendy Lane East, West Palm Beach, Florida 33411.

ARTICLE X

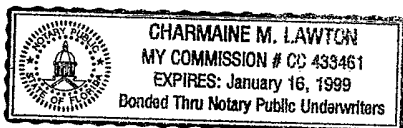
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

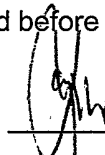
IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at West Palm Beach, Palm Beach County, Florida, for the uses and purposes aforesaid.


Tony Reagan

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 14 day of September, 1998, by Tony Reagan, who did not take an oath.





(Notary Public)
Notary Public State of Florida
My Commission Expires: _____
Commission No.: _____

Personally Known _____x_____ OR Produced Identification _____
Type of Identification Produced _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

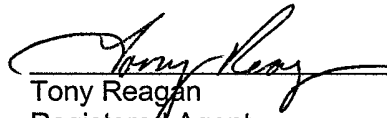
Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The Name of the Corporation is Sutone Health Corporation.
2. The name and address of the registered agent and office of same are:

Tony Reagan
8716 Wendy Lane East
West Palm Beach, Florida 33411

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as such and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I hereby certify that I am a permanent resident of Florida, residing at 8716 Wendy Lane East, West Palm Beach, Palm Beach County, Florida 33411. I declare that I am familiar with, and hereby accept, the obligations of a registered agent.

EXECUTED this 11 day of September, 1998.



Tony Reagan
Registered Agent

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