

MALIN, HALEY, DiMAGGIO & CROSBY, P.A.
PATENT, TRADEMARK & COPYRIGHT ATTORNEYS

EUGENE F MALIN (1936-1990)

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KEVIN P CROSBY
DANIEL STEVEN POLLEY

CRISTINA PINHEIRO-PALMER*

JOHN C. BLACK**
OF COUNSEL

NEW YORK AND BRAZILIAN BARS ONLY
* ILLINOIS BAR ONLY

November 12, 1998

REPLY TO:

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P 9800009 7543

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation for **NUTRACEUTICAL SCIENCES, INC.**

Dear Sir or Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of Nutraceutical Sciences, Inc. Also enclosed is our check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned at the address above.

Should you require any further information in order to proceed, please contact me.

Your assistance in this matter is appreciated.

Very truly yours,

Malin, Haley, DiMaggio & Crosby, P.A.



Kevin P. Crosby

KPC:bpb

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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DAS

ARTICLES OF INCORPORATION
OF
NUTRACEUTICAL SCIENCES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

NUTRACEUTICAL SCIENCES, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be one hundred (100) shares of common stock with a par value of \$10.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered agent of the corporation shall be:

Kevin P. Crosby, Esq.
Malin, Haley, DiMaggio & Crosby, P.A.
One East Broward Boulevard, Suite 1609
Ft. Lauderdale, Florida 33301

ARTICLE VI

This corporation shall have one (1) director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until the earlier resignation or removal from office is:

Leonard M. Cohn
3801 Environ Boulevard, No. 318
Lauderhill, Florida 33319

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Leonard M. Cohn
3801 Environ Boulevard, No. 318
Lauderhill, Florida 33319

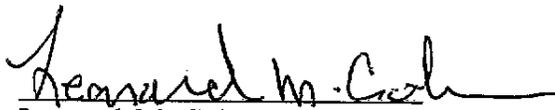
ARTICLE VIII

The mailing address of the corporation shall be:

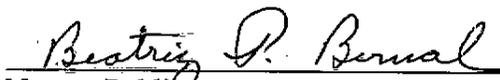
3801 Environ Boulevard, No. 318
Lauderhill, Florida 33319

Executed at Fort Lauderdale, Florida this 4th day of November, 1998.

LEONARD M. COHN, Incorporator


Leonard M. Cohn

Sworn to and subscribed before me this 4th day of November, 1998.


Notary Public,
State of Florida at Large

My commission expires:

May 27, 2001



BEATRIZ P. BERNAL
COMMISSION # CC 650946
EXPIRES MAY 27, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Print type or stamp Commissioned
Name of Notary Public

- Personally known OR
 - Produced identification
- Type of identification produced: _____

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of NUTRACEUTICAL SCIENCES, INC.,
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 12th day of Nov, 1998,

Kevin P. Crosby
Kevin P. Crosby, Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA