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*OF COUNSEL

PLEASE REPLY TO TAMPA

FILE NO. 39625.100157

P98000107578
December 16, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FEDERAL EXPRESS

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-12/17/98--01102--001
*****70.00 *****70.00

Re: Vitality Health Products, Inc.

Dear Sir/Madam:

Enclosed is an original of the Articles of Incorporation of Vitality Health Products, Inc., and our firm check in the amount of \$70.00 for the filing fee.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Please call me if you have any questions. Thank you.

Very truly yours,

Philip M. Shasteen

PMS/lmw
encls
cc: Jugal K. Taneja
32061.01

SHARON

DEC 29 1998

CLEARWATER OFFICE
911 CHESTNUT STREET
POST OFFICE BOX 1368
CLEARWATER, FLORIDA 33757-1368
TELEPHONE: (727) 461-1818
TELECOPIER (727) 441-8617
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TAMPA OFFICE
100 NORTH TAMPA STREET
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POST OFFICE BOX 1100
TAMPA, FLORIDA 33602-5145
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POST OFFICE BOX 1368
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TELEPHONE: (941) 435-0035
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98 DEC 29 PM 4:57
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

98-27367
NA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

JOHNSON BLAKELY POPE BOKOR RUPPEL
% PHILIP M, SHASTEEN
100 NORTH TAMPA STREET SUITE 1800
TAMPA, FL 33602

SUBJECT: VITALITY HEALTH PRODUCTS, INC.
Ref. Number: W98000028367

We have received your document for VITALITY HEALTH PRODUCTS, INC.. 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 898A00059595

ARTICLES OF INCORPORATION

of

HERBAL HEALTH PRODUCTS, INC.

FILED
98 DEC 29 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Herbal Health Products, Inc. and the mailing address of this corporation is 5770 Roosevelt Blvd., Suite 700, Clearwater, FL 33760.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred shares which shall be designated as "Common Stock," having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than three directors.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of December, 1998.


Philip M. Shasteen

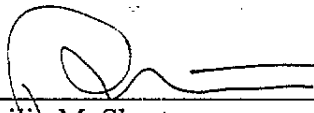
INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Herbal Health Products, Inc. desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.


Philip M. Shasteen

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CLERK OF STATE
TALLAHASSEE, FLORIDA