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LAW OFFICES

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JOEL A. SAVITT

OF COUNSEL

SUSAN L. ALSPECTOR

ALAN B. GEST

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VIA FEDERAL EXPRESS

March 12, 1999

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****122.50 *****78.75

New Filings Section [(850) 488-9000]
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: Discount Vitamins of Aventura, Inc.
Our File No. 99-051

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Discount Vitamins of Aventura, Inc." together with my check in the amount of \$122.50.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Also enclosed is a self-addressed Federal Express Invoice for use in your returning the certified copy to me via overnight courier.

Very truly yours,

JOEL A. SAVITT

JAS/em

Enclosures as stated

FILED
99 MAR 15 PM 1:14
TALLAHASSEE, FLORIDA

B. BROCK MAR 19 1999

ARTICLES OF INCORPORATION
OF
DISCOUNT VITAMINS OF AVENTURA, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Discount Vitamins of Aventura, Inc..

ARTICLE II
BUSINESS ADDRESS

The business address of this corporation is:

20475 Biscayne Blvd.
Aventura, Florida 33180

ARTICLE III
DURATION

This corporation shall have perpetual existence commencing on the date of signing of the Articles of Incorporation by the Incorporator herein.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII
PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 20475 Biscayne Blvd., Aventura, Florida 33180, and the name of the initial registered agent of this corporation at that address is Mitchell Lautman.

ARTICLE IX
INITIAL BOARD OF DIRECTORS AND OFFICER

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The name and address of the initial director and officer of this corporation is:

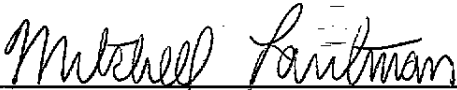
Mitchell Lautman - President
20475 Biscayne Blvd.
Aventura, Florida 33180

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is:

Mitchell Lautman
20475 Biscayne Blvd.
Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 12th day of March, 1999.




Mitchell Lautman
Initial Director/Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is
submitted:

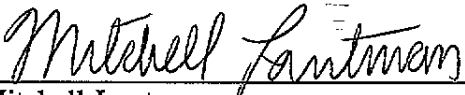
That Discount Vitamins of Aventura, Inc. desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at 20475 Biscayne Blvd., Aventura,
Florida 331810, names Mitchell Lautman, located at 20475 Biscayne Blvd., Aventura, Florida
33180, as its agent to accept service of process within the State of Florida.



Mitchell Lautman
Incorporator

Dated: March 12, 1999

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Mitchell Lautman
Registered Agent

Dated: March 12, 1999

FILED
99 MAR 15 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA