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NEW YORK & FLORIDA BARS

PLEASE REFER TO OUR FILE #

99-2432

March 16, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

FILED
99 MAR 19 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: NEW AGE NEUTRACEAUTICALS, INC.

Dear Sir/Madam:

300002812403--7
-03/19/99--01003--017
*****78.75 *****78.75

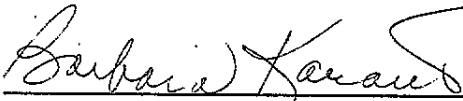
Under date of March 15, 1999, I enclosed an original and two copies of Articles of Incorporation for the above captioned corporation. I inadvertently forgot to enclose check in the sum of \$78.75 in payment of the filing fee, certified copy of Articles of Incorporation and Designation of Resident Agent. Enclosed herewith is said check.

Please return the certified copy of the Articles of Incorporation at your earliest convenience. A self-addressed stamped envelope was enclosed in the March 15, 1999 letter, for your convenience.

Very truly yours,

LAW OFFICES OF MARK P. BOCKSTEIN

By:


Barbara Karant, Secretary

MPB/bk
Enclosure

F. CHESSEN

MAR 25 1999

ARTICLES OF INCORPORATION
OF
NEW AGE NEUTRACEAUTICALS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME:

The name of the corporation is **NEW AGE NEUTRACEAUTICALS, INC.**

ARTICLE II - TERM OF EXISTENCE:

The duration of the corporation is perpetual and shall commence upon the signing of these Articles.

ARTICLE III - NATURE OF BUSINESS:

The general purpose for which the corporation is organized is:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

A. Including buying and selling neutraceuticals.

ARTICLE IV - INITIAL CAPITAL:

The amount of initial capital with which this corporation shall begin business is \$100.00.

ARTICLE V - CAPITAL STOCK:

The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar.

Authorized capital stock may be paid for in cash, services or property Corporation at any regular or special meeting.

ARTICLE VI - AGENT:

The street address of the initial registered office of the corporation is 10874 Northwest 9th Court, Plantation, Florida 33324.

The name of its initial registered agent at such address is **MICHAEL J. CARNEVALE**.

ARTICLE VII - DIRECTORS:

The number of directors constituting the initial Board of the corporation is one. The name and address of the person who is to serve as the member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. CARNEVALE	10874 Northwest 9th Court Plantation, FL 33324

SIGNATURE



ARTICLE IX - INDEMNIFICATION:

The corporation shall indemnify any officers and directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE X - AMENDMENT:

The corporation shall reserve the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 15th day of March, 1999.

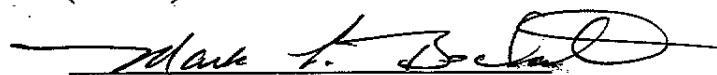
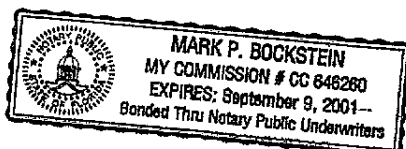

MICHAEL J. CARNEVALE

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15 day of March, 1999, by **MICHAEL J. CARNEVALE**, who is personally known to me or who has produced -
_____ as identification and who did (did not) take an oath.


NOTARY PUBLIC (sign name)

MARK P. BOCKSTEIN
NOTARY PUBLIC (print name)

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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **NEW AGE NEUTRACEAUTICALS, INC.**, desiring to organize under the Laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation in the City of Plantation, County of Broward, State of Florida, has named **MICHAEL J. CARNEVALE**, located at 10874 Northwest 9th Court, Plantation, Florida 33324, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


MICHAEL J. CARNEVALE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA