

P99000044467

LAW OFFICES
MONTELLO & KENNEY, P.A.
777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

May 11, 1999

300002873523--8
-05/13/99--01045--004
*****70.00 *****70.00

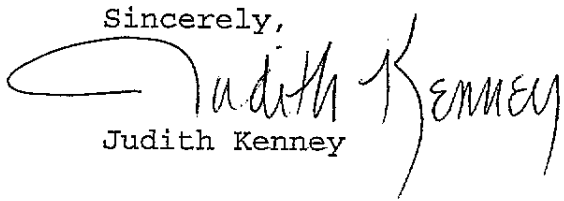
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Nupharma Nutraceuticals, Inc.

Dear Sir/Madam:

Enclosed herewith please find two original sets of Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

Thank you for your cooperation in this matter and, if you have any questions, please call.

Sincerely,

Judith Kenney

Enclosures

FILED
99 MAY 13 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5
See 5/17

ARTICLES OF INCORPORATION
OF

NUPHARMA NUTRACEUTICALS, INC.

FILED
99 MAY 13 AM 10:39
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:

NUPHARMA NUTRACEUTICALS, INC.

(hereinafter the "Corporation").

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 10,000 shares of common stock with a par value of \$0.10 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VI

The Corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until her successors are elected and qualified or until her earlier resignation or removal from office is:

Judith Kenney c/o Montello & Kenney, P.A.
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

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:

Judith Kenney
MONTELLO & KENNEY, P.A.
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VIII

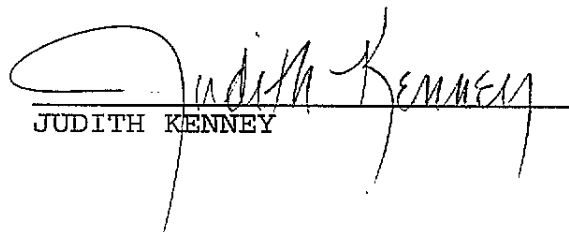
The mailing address of the Corporation's principal office
shall be:

777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses
on behalf of, its officers and directors to the fullest extent not
prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 11th day of May, 1999.

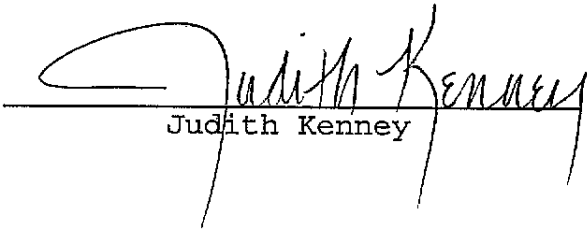


JUDITH KENNEY

ACCEPTANCE BY REGISTERED AGENT

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

Dated this 11th day of May, 1999.


Judith Kenney

kenney\bdp\nupharma.art

FILED
99 MAY 13 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA