

999000087335



ACCOUNT NO. : 072100000032

REFERENCE : 386851 81369A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 24, 1999

ORDER TIME : 3:53 PM

ORDER NO. : 386851-005

CUSTOMER NO: 81369A

CUSTOMER: J. Edward Weber, Esq
J. EDWARD WEBER, , P.A.
J. EDWARD WEBER, , P.A.
747 North Washington Blvd.

Sarasota, FL 34236

DOMESTIC FILING

NAME: SYNERGETIC MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons
2557-611
W99-22209

EXAMINER'S INITIALS:

500002996915--B
-09/27/99--01002--013
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 24 AM 11:34

RECEIVED
99 SEP 24 PM 4:39
TALLAHASSEE, FLORIDA
10/4/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 24 AM 11:34

September 27, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SYNERGETIC MARKETING, INC.
Ref. Number: W99000022209

RESUBMIT

Please give original
submission date as file date.

We have received your document for SYNERGETIC MARKETING, INC..
However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 799A00047038

RECEIVED
99 OCT - 1 PM 1:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SYNERGETIC MARKETING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 24 AM 11:34

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SYNERGETIC MARKETING, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act. The primary business of the corporation is anticipated to be the marketing, distribution and sales of vitamins, herbs, and natural health food products.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Thousand shares. All such shares shall be of a single class, designated as common. All shares shall be no par value shares.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration thereof.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The corporation shall begin its existence when these Articles of Incorporation are filed with the Florida Secretary of State, and shall continue to exist until dissolved as provided by law.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation but shall never be fewer than one. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

Dr. James H. Martin, 4615 Bee Ridge Road, Sarasota, Florida 34233
Christine Kyriakakos, 4010 Brompton Circle, Worcester, Massachusetts 01609

ARTICLE IX

The initial registered agent of the corporation is J. Edward Weber. The street address of the corporation's initial registered office is:

747 North Washington Blvd., Sarasota, FL 34236

ARTICLE X

The principal place of business and mailing address of this corporation shall be:

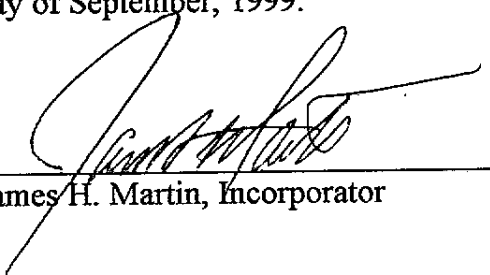
4615 Bee Ridge Road, Sarasota, Florida 34233.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is:

Dr. James H. Martin, 4615 Bee Ridge Road, Sarasota, Florida 34233


The undersigned incorporator has executed these Articles of Incorporation this 8th day of September, 1999.


James H. Martin, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
SYNERGETIC MARKETING, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: September 30, 1999



Signature of Registered Agent
J. Edward Weber

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DIVISION OF CORPORATIONS
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