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T.D. ELLIS, JR. (1962)

SHERWOOD SPENCER (1996)

ROBERT B. BUTLER (1997)

W. TINSLEY ELLIS (RETIRED)

WILLIAM S. SPENCER*

MARK F. BUTLER

ROBERT PAUL KEELEY

ROBERT P. CHARBONNEAU

JOHN C. PRIMEAU

DAVID A. MERCER

*BOARD CERTIFIED REAL ESTATE

September 30, 1999

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-10/04/99-01105-001
*****78.75 *****78.75

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express
Airbill # 8145 6904 6452

Attn: New Filings

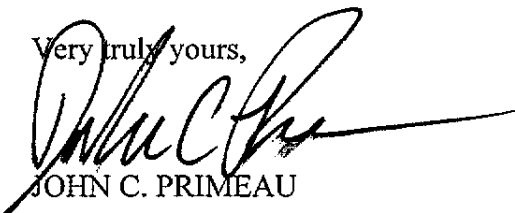
Re: Healthyme, Inc.

Dear New Filings Department:

In connection with the above matter, please find enclosed an original and one (1) copy of articles of incorporation for filing with your office. Also enclosed is a check payable to Secretary of State in the amount of \$78.75 for filing of the Articles of Incorporation and issuance of Certificate of Good Standing. Once the Articles of Incorporation have been filed, please forward the Certificate of Good Standing to my office.

If you have any questions, please do not hesitate to call.

Very truly yours,


JOHN C. PRIMEAU

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
HEALTHYME, INC.**

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

Article I: Name

The name of the corporation shall be Healthyme, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 811 Washington Street, Hollywood, FL 33019.

Article III: Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation; but is intended to, without limitation, engage in the dissemination of health information and sale of nutritious and supplemental foods.

Article IV: Shares

This corporation is authorized to issue a total of 1,000 shares of common stock.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

John C. Primeau
Ellis, Spencer & Butler
4601 Sheridan Street, Suite 505
Hollywood, FL 33021

Article VI: Term of Existence

This corporation is to exist perpetually.

Article VII: Directors

The names and street address of the initial directors of the corporation who shall

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remain directors for the first year of the corporation, or until their successors are elected, are:

Name and Address

Beverly F. Steinberg
811 Washington Street
Hollywood, FL 33019

Jay A. Steinberg
811 Washington Street
Hollywood, FL 33019

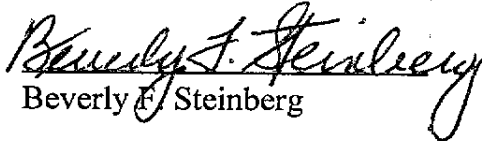
Article VIII: Incorporators

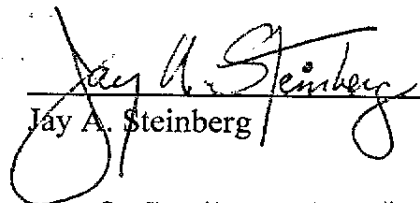
The name and street address of the incorporators to these Articles of Incorporation are:

Beverly F. Steinberg
811 Washington Street
Hollywood, FL 33019

Jay A. Steinberg
811 Washington Street
Hollywood, FL 33019

The undersigned incorporators have executed these Articles of Incorporation this
30th day of September, 1999.


Beverly F. Steinberg


Jay A. Steinberg

CERTIFICATE OF DESIGNATION OF THE REGISTERED AGENT
AND REGISTERED OFFICE OF
HEALTHYME, INC.

Pursuant to the provisions of §607.0501, Florida Statutes, Healthyme, Inc., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

The name and address of the registered agent and office for the corporation is:

John C. Primeau
Ellis, Spencer & Butler
4601 Sheridan Street, Suite 505
Hollywood, FL 33021

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for Healthyme, Inc., at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 30th day of September, 1999.

BY: _____


JOHN C. PRIMEAU

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