

State of Idaho

Department of State.

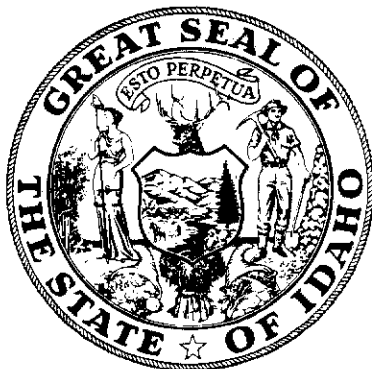
CERTIFICATE OF AUTHORITY OF

AMERICAN HEALTH COMPANIES INNOVATIVE FOODS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN HEALTH COMPANIES INNOVATIVE FOODS INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AMERICAN HEALTH COMPANIES INNOVATIVE FOODS INC. to transact business in this State under the name AMERICAN HEALTH COMPANIES INNOVATIVE FOODS INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated July 7, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is American Health Companies Innovative Foods Inc.
2. *The name which it shall use in Idaho is American Health Companies Innovative Foods Inc.
3. It is incorporated under the laws of Delaware.
4. The date of its incorporation is March 26, 1987 and the period of its duration is perpetual.
5. The address of its principal office in the state or country under the laws of which it is incorporated is 220 South Second West, Rexburg, Idaho 83440.
6. The address of its proposed registered office in Idaho is 220 South Second West, Rexburg, Idaho 83440, and the name of its proposed registered agent in Idaho at that address is Michael D. Ferguson.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Roger Ferguson</u>	<u>Director</u>	<u>220 So. 2nd W., Rexburg, ID 83440</u>
<u>C. Stephen Clegg</u>	<u>Director</u>	<u>AEA Investors Inc., 640 Fifth Ave., New York, NY 10019</u>
<u>Michael D. Ferguson</u>	<u>Director & President</u>	<u>220 So. 2nd W., Rexburg, ID 83440</u>
<u>Richard G. Reece</u>	<u>Vice President</u>	<u>220 So. 2nd W., Rexburg, ID 83440</u>
<u>Billy G. DuPree</u>	<u>Secretary</u>	<u>220 So. 2nd W., Rexburg, ID 83440</u>
<u>Steven J. Hart</u>	<u>Treasurer</u>	<u>220 So. 2nd W., Rexburg, ID 83440</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common Stock</u>	<u>par value \$.10 per share</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

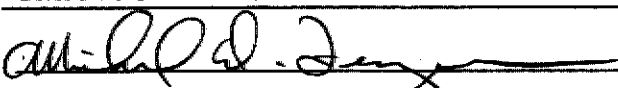
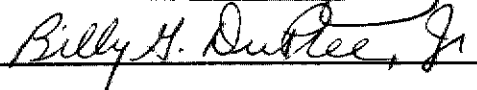
10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common Stock</u>	<u>par value \$.10 per share</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 20, 19 87,
American Health Companies
Innovative Foods Inc.

By 
Its President
and 
Its Secretary

STATE OF IDAHO)
)ss:
COUNTY OF MADISON)

I, Terri Tuckett, a notary public, do hereby certify that on
this 20th day of April, 19 87, personally appeared before
me Michael D. Ferguson, who being by me first duly sworn, declared that he
is the President of American Health Companies
Innovative Foods Inc.

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.


Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of Delaware

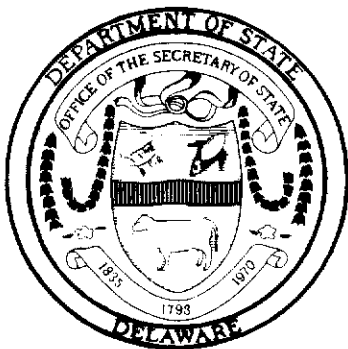


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SEC. OF STATE
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY AMERICAN HEALTH COMPANIES INNOVATIVE FOODS INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11268164

DATE: 06/09/1987