

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
NUTRICEUTICALSMD, INC.**

File Number C 142093

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: January 10, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Delacruz*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

JAN 10 4 56 PM '02

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is: NutriceuticalsMD, Inc. SECRET
2. The name which it shall use in Idaho is: NutriceuticalsMD, Inc. dba Master Formulas
3. It is incorporated under the laws of: Nevada
4. Its date of incorporation is: February 8, 2000
5. The address of its principal office is: 1102 E. Main Street, Emmett, ID 83617
6. The address to which correspondence should be addressed, if different from item 5, is: P.O. Box 412, Emmett, ID 83617
7. The street address of its registered office in Idaho is: 1102 E. Main Street, Emmett, ID 83617
_____, and its registered agent in Idaho at that address is: Lisa Rudd
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>David Mead</u>	<u>CEO & President</u>	<u>1240 Garners Creek Rd</u> <u>Dickson, TN 37155</u>
<u>Lisa Rudd</u>	<u>Sr. VP, Sales & Mktg</u>	<u>1102 E. Main Street</u> <u>Emmett, ID 83617</u>

Dated: September 21, 2001

Signature: *Lisa Rudd*

Typed Name: Lisa Rudd

Capacity: Sr. VP

Customer Acct # :

(if using pre-paid account)

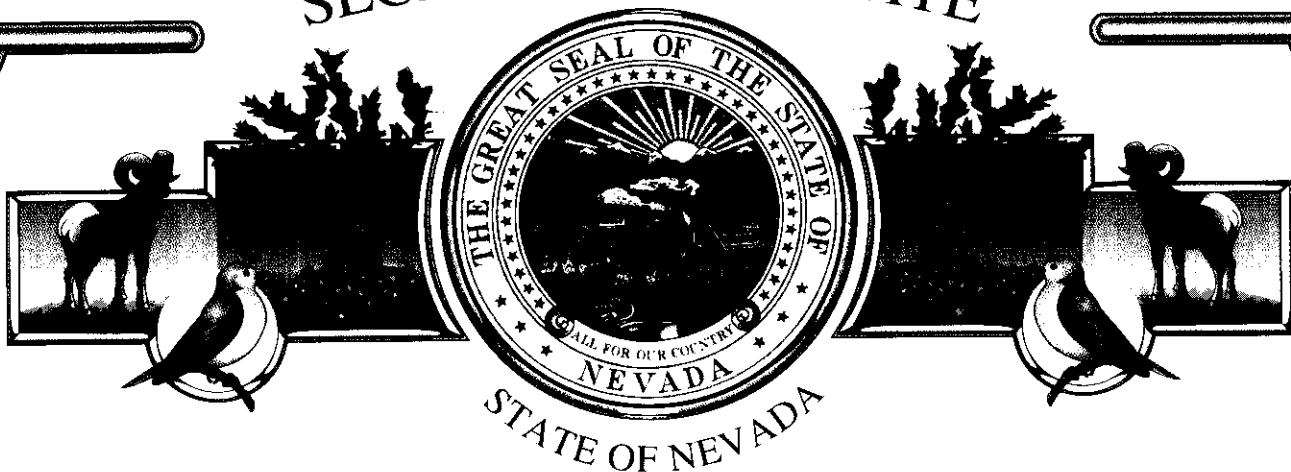
Secretary of State use only

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C142093

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NUTRICEUTICALSMD, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 8, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on January 9, 2002.



Dean Heller

DEAN HELLER
Secretary of State

By

Acqueline Werry
Certification Clerk

IDAHO SECRETARY OF STATE
01/11/2002 05:00
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