



Department of State.

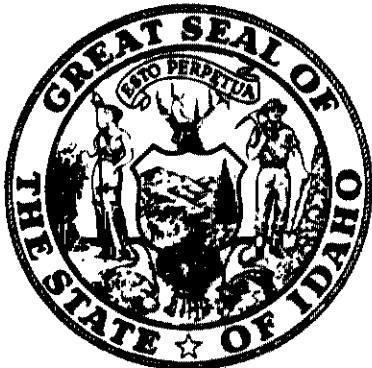
**CERTIFICATE OF AUTHORITY
OF**

THORNE RESEARCH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho. hereby certify that duplicate originals of an Application of THORNE RESEARCH, 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 THORNE RESEARCH, INC. to transact business in this State under the name THORNE RESEARCH, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 17, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

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TO THE SECRETARY OF STATE OF IDAHO

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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 **THORNE RESEARCH, INC.**
2. The name that it will use in Idaho is **THORNE RESEARCH, INC.**
3. It is incorporated under the laws of the State of Washington.
4. The date of its incorporation is March 15, 1984, and the period of its duration perpetual.
5. The address of its principal office in the state under the laws of which it is incorporated is 610 Andover Park East, Seattle, Wa 98188.
6. The street address of its proposed registered office in Idaho is 506 North Second Avenue, Sandpoint, Idaho 83864, and the name of its proposed registered agent in Idaho at that address is Michael C. Stewart.
7. The purposes which it proposes to pursue in the transaction of business in Idaho are:
 1. To manufacture, buy, sell, import, export and generally deal in diet supplements and other goods; and to engage in any business incidental thereto.
 2. To buy, sell, import, export, store, warehouse, distribute, process, manufacture, fabricate, market, trade-in, and deal in and with, at wholesale and retail, and in every other manner, goods, wares, supplies, equipment and merchandise of every kind and character, including substitutes and imitations of same.
 3. From time to time to apply for, purchase, or acquire, and to exercise and enjoy any license, power, authority, franchise, concession, grant, right or privilege that any governmental authority at any level, or any corporation or legal entity may be empowered to enact, make or grant, and to pay for, aid in, and contribute toward carrying it into effect and to appropriate the corporation's assets thereto.

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4. To enter into partnership agreements and joint ventures with any person, firm, association or corporation's or any combination thereof, to carry out the purposes of the corporation.
5. To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm, or corporation engaged in a business of the same general character as for which this corporation is organized, and the property and liabilities, including good will, assets and stock-in-trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.
6. To purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in lands and leaseholds, and any interest, estate or right in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient or appropriate for any of the purposes herein expressed.
7. To acquire by purchase, subscription, or otherwise, and to hold for investment, or otherwise, and to use, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be permitted by law.
8. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.
9. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, trusts and dependencies of the United States, in the District of Columbia, and in all or any foreign country or countries.

10. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other persons, firms or corporations; and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, PROVIDED, that the same be not inconsistent with the laws of the State of Idaho.

8. The names and respective addresses of its directors and officers are:

ALBERT F. CZAP 610 Andover Park East
Seattle, Wa 98188

KELLY A. CZAP 610 Andover Park East
Seattle, Wa 98188

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:

50,000 Shares of Common Stock, No-Par Value

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

47,500 Shares of Common Stock, No-Par Value

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 17, 1990

THORNE RESEARCH, INC.

BY:  _____
ALBERT F. CZAP, President

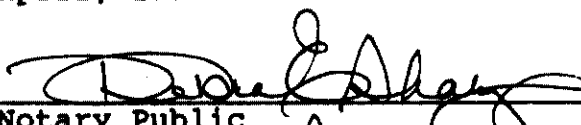
APPLICATION FOR CERTIFICATE OF AUTHORITY 3

KENY A. CZAP 
BY: _____, Secretary

STATE OF WASHINGTON)
County of King Seine) ss.

On this day personally appeared before me, the undersigned Notary Public, ALBERT F. CZAP, who being first duly sworn, declared that he is the President of THORNE RESEARCH, INC, that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of April, 1990.



Notary Public
Residing at: Ames
Comm. Exp.: 7/9/92



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STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that, according to records on file in this office, as of the date of this certificate,

THORNE RESEARCH, INC.

is a **Washington Profit** corporation,

duly authorized to transact business or conduct affairs as a corporation in the State of Washington.

Date: **May 11, 1990**

Corporation Number: **2-342169-6**

Date of Incorporation
or Qualification: **March 15, 1984**

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

A. SLIVA