

CT CORPORATION

K07073

CORPORATION(S) NAME

Optimum Nutrition, Inc.

FILED
02 FEB -4 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/4/02

Order#: 5097618

Ref#: _____

Amount: \$ _____

RECEIVED
02 FEB -4 AM 11:18

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

G. Coulliette FEB 04 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: OPTIMUM NUTRITION, INC.
Ref. Number: K07073

RECEIVED
02 FEB -4 PM 4:17
TALLAHASSEE, FL

We have received your document for OPTIMUM NUTRITION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return 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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00006811

Please Date today 2-4-02
Thur

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB -4 PM 3:10

FILED

OPTIMUM NUTRITION, INC.

(present name)

K07073

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article IV - Capital Stock, is deleted in its entirety and replaced with the following:

"The Corporation is authorized to issue 10,000 shares of Class A Capital Stock and 10,000 Shares of Class B Capital Stock. The attributes of the Class A and Class B Stock are as follows:

Class A Shares. Each share of Class A Stock shall entitle the holder to one (1) vote on all matters which are subject to a vote of the shareholders of the Company. The holders of the Class A Stock shall be entitled to dividends declared from time to time by the Board of Directors of the Company. On any voluntary or involuntary liquidation, dissolution or winding up of the Company, the balance of the assets and funds of the Company after payment of all indebtedness shall be divided and paid to the holders of the Class A Stock and Class B Stock according to the number of shares held by them respectively.

Class B Shares: The holders of the Class B Stock have no voting rights except as may be required by law. The holders of the Class B Stock shall be entitled to dividends declared from time to time by the Board of Directors of the Company. On any voluntary or involuntary liquidation, dissolution or winding up of the Company, the balance of the assets and funds of the Company after payment of all indebtedness shall be divided and paid to the holders of the Class A Stock and Class B Stock according to the number of shares held by them respectively."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

See Plan of Recapitalization attached.

THIRD: The date of each amendment's adoption: January 30, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

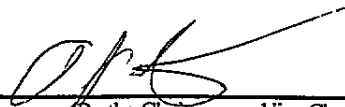
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30th day of January, 2002

Signature



President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Anthony Costello
(Typed or printed name)

Pres.

(Title)

OPTIMUM NUTRITION, INC.
PLAN OF RECAPITALIZATION

A proposed plan of recapitalization for the Company (the "Plan") and a proposed method of carrying out the Plan is described herein.

1. **Present Capitalization.** The capital stock of the Company consists of one dollar (\$1.00) par value common stock ("Common Stock") of which 1,000 shares are authorized and 1,000 shares are issued and outstanding. The shareholders of the Company and their ownership interests are as follows:

<u>Shareholder</u>	<u>Class of Stock</u>	<u>Number of Shares</u>
Anthony Costello	Common	600
Michael Costello	Common	400

2. **Proposed Plan of Recapitalization.** Pursuant to the proposed Plan, the Articles of Incorporation of the Company will be amended to authorize the creation of two (2) new series of common stock: 10,000 Shares of no par value Class A Common Stock ("Class A Stock"); and 10,000 Shares of no par value Class B Stock ("Class B Stock"). Under the proposed Plan, the Shareholders will exchange all of their shares of Common Stock for shares of Class A Stock, and Class B Stock in the amounts listed below.

Post Exchange Holdings

<u>Shareholder</u>	<u>Class A Stock</u>	<u>Class B Stock</u>
Anthony Costello	540	63
Michael Costello	<u>360</u>	<u>42</u>
Total	900	105

3. Description of Shares.

(a) Class A Shares.

Each share of Class A Stock shall entitle the holder to one (1) vote on all matters which are subject to a vote of the shareholders of the Company.

The holders of the Class A Stock shall be entitled to dividends declared from time to time by the Board of Directors of the Company.

On any voluntary or involuntary liquidation, dissolution or winding up of the Company, the balance of the assets and funds of the Company after payment of all indebtedness shall be divided and paid to the holders of the Class A Stock and Class B Stock according to the number of shares held by them respectively.

(b) Class B Shares.

The holders of the Class B Stock have no voting rights except as may be required by law.

The holders of the Class B Stock shall be entitled to dividends declared from time to time by the Board of Directors of the Company.

On any voluntary or involuntary liquidation, dissolution or winding up of the Company, the balance of the assets and funds of the Company after payment of all indebtedness shall be divided and paid to the holders of the Class A Stock and Class B Stock according to the number of shares held by them respectively.

4. Method of Carrying Out the Plan. The proposed amendment to the Certificate of Incorporation and the Plan will be presented for adoption by unanimous consent of the shareholders of the Company on or before January 31, 2002.

If the amendment and the Plan are approved by the unanimous consent of the

shareholders, the Board of Directors will notify the shareholders that the offers of exchange, as outlined in the Plan, will be open for acceptance subsequent to the filing of the amendment to the Certificate of Incorporation and the Plan of Reorganization in the office of the Secretary of State of Florida and in no event later than January 31, 2002.

A shareholder who accepts the offer of exchange will be required, as the Directors may determine, either to submit his certificates for stamping with the appropriate endorsement evidencing such acceptance, or to deposit his certificates against the issuance of certificates for the new shares or a certificate of deposit entitling the holder to receive the new shares.

Anthony Costello, upon his surrender of the 600 one dollar (\$1.00) par value common stock owned by him, will receive in exchange:

- (i) 540 shares of no par value Class A Stock; and
- (ii) 63 shares of no par value Class B Stock.

Michael Costello, upon his surrender of the 400 one dollar (\$1.00) par value common stock owned by him, will receive in exchange:

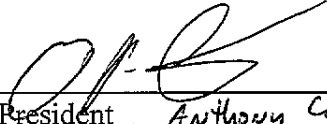
- (i) 360 shares of no par value Class A Stock; and
- (ii) 42 shares of no par value Class B Stock.

5. Conditions Upon Which the Plan Will Become Effective. The aforesaid offers of exchange will be conditioned upon the Plan being declared effective by the Board of Directors of the Company. Such action will not be taken by the Board unless and until, in its sole discretion, the exchange offers shall have been accepted by the holders of all the shares of the Company now outstanding as shall justify such declaration. The Board of Directors may consent to accept shares tendered for exchange under the Plan after the Plan has been declared effective if such acceptance, in the Board's sole discretion, is deemed advisable.

IN WITNESS WHEREOF, OPTIMUM NUTRITION, INC., pursuant to authority duly given by its Board of Directors, has caused this Plan of Recapitalization to be duly executed by its President.

OPTIMUM NUTRITION, INC.

By:



President, Anthony Costello