

William C. Price, III, P.A.

Attorney and Counselor at Law

Civil & Criminal Litigation

Personal Injury

Family Law

522 Twelfth Street West

Bradenton, Florida 34205

(941) 747-8001 - Fax (941) 747-3730

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July 17, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/03/98--01031--003
*****70.00 *****70.00

Re: Incorporation of PRYOR THINKING, INC. D/b/a COMFORT ZONE

Dear Sir or Madam:

Enclosed are the original and two copies of the Articles of Incorporation for the above referenced matter. I have enclosed \$70.00 for the filing fees.

Please return time and date stamped copies of the Articles to our offices in the self addressed envelope.

Sincerely,

Angela L Cook

Angela L. Cook, Secretary to
WILLIAM C. PRICE, III, P.A.
encl.

APPROVED
AND
FILED
98 AUG 31 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Angela Cook GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp name - remove DBA from article
DATE 8/31
DOC. EXAM BB

B. BROCK AUG 31 1998 17927

William C. Price, III, P.A.

Attorney and Counselor at Law

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522 Twelfth Street West

Bradenton, Florida 34205

(941) 747-8001 - Fax (941) 747-3730

August 26, 1998

Florida Department of State
Division of Corporations
ATTN: Barbara Brock, Document Specialist
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pryor Thinking, Inc. d/b/a Comfort Zone

State Ref. No: W98000017927

Dear Ms. Brock:

Enclosed please find our original Articles of Incorporation regarding the above referenced corporation. The corporation did not wish to change their name so I have enclosed a completed Fictitious Name Application, one copy of same, and the \$50.00 filing fee.

Please process this request accordingly.

Sincerely,



Angela L. Cook, Secretary to
WILLIAM C. PRICE, III

ac



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1998

WILLIAM C. PRICE, III, P.A.
522 TWELFTH STREET WEST
BRADENTON, FL 34205

SUBJECT: PRYOR THINKING, INC.
Ref. Number: W98000017927

We have received your document for PRYOR THINKING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of 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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 498A00041252

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRYOR THINKING, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, all being natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLES I. NAME

THE NAME of this Corporation shall be: **PRYOR THINKING, INC.**

THE PRINCIPAL place of business of this Corporation shall be 7316 Manatee Avenue West, Suite 326, Bradenton, Florida 34209.

ARTICLE II. DURATION

THE EXISTENCE of this Corporation shall be in perpetuity.

ARTICLE III. PURPOSE

THE CORPORATION is organized for the purpose of the engaging in the business of sale and distribution of nutritional supplements and all other forms of lawful business in the United States and is an incorporation of a sole proprietorship.

THIS CORPORATION shall also do any lawful business in the State of Florida and in the United States of American and in any foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION is authorized to issue **1000** shares of \$_____ par value common stock, which shall be designated "common shares".

ARTICLE V. POWERS

THIS CORPORATION shall have the following powers:

1. All powers given to the Corporation under Florida Statute 607 in its present form or as it may be hereinafter amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy all powers necessary and proper to effectuate the purpose of this Corporation.
2. To sue and be sued, complain and defend in its corporate name and in all action or proceedings.
3. To have or use a Corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated, tangible or intangible.
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
6. To lend money to, guarantee any obligations of, or otherwise assist any officer or other employee of the Corporation or of a subsidiary, including any officer employee who is a director of the Corporation or of a subsidiary whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. Any loan so authorized may

be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantee and incur liabilities, borrow money at such rates or interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the power granted by this act within or without the State of Florida.

11. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI. STOCKHOLDER RIGHTS

EACH HOLDER of common stock that has been properly issued and is then currently outstanding shall have the right to participate ratably in the earnings by way of dividends, when, as and if declared by the directors, usually in the exercise of their discretion, out of legally available funds. Moreover, each share has the right to participate in the net assets (after satisfying liabilities to creditors) upon liquidation and the right to participate ratably in the control of the Corporation by one vote (non-cumulative) per share. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share of any new issue. Such preemptive rights must be exercised in writing within thirty (30) days after written notice of the existence of said new issue is sent to the shareholders.

ARTICLE VIII. REGISTERED AGENT AND OFFICE

THE STREET address of the initial registered office of the Corporation is 7316 Manatee Avenue West, Suite 326, Bradenton, Florida 34209 and the name of the initial registered agent of this Corporation is CHRISTINE L. HEATH.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

THIS CORPORATION shall have one (1) Director initially. The maximum numbers of directors of this Corporation shall be five (5) and the number of Directors may either increase or decrease from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Director of this Corporation are:

CHRISTINE L. HEATH
7316 Manatee Avenue West
Suite 326
Bradenton, Florida 34209

ARTICLE X. INCORPORATORS

THE NAMES AND addresses of the persons signing these Articles of Incorporation are:

CHRISTINE L. HEATH
7316 Manatee Avenue West
Suite 326
Bradenton, Florida 34209

ARTICLE XI. SPECIAL MEETINGS

SPECIAL MEETINGS of shareholders may be called by the directors and the holder of not less than one-third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the shareholders as may be authorized in the By-Laws.

ARTICLES RESTRICTED

THIS CORPORATION shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of stockholders of the outstanding and issued stock at any regular or specially called stockholders meetings.

ARTICLE XIII. INTERESTED PARTY PARTICIPATION AND INDEMNIFICATION

THE CORPORATION shall indemnify any officer or directors or any former officer or director, to the full extent permitted by law. Any transaction between the Corporation and another shall not be affected because one or more of the stockholders or directors has a personal interest in the transaction or in connection with such other person.

ARTICLE XIV. AMENDMENT OF ARTICLES

THE ARTICLE of Incorporation shall be amended from time to time by a majority vote of shareholders at the annual stockholders meeting or at any special stockholders meeting. The notice for annual or special stockholders meeting is required only to state that the Articles of Incorporation are to be amended at the noticed meeting. The Articles of Incorporation may be amended without notice when a majority of stockholders are present in person at any annual or special stockholders meeting. If the majority of stockholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles of Incorporation.

ARTICLE XV. AMENDMENT OF BY-LAWS

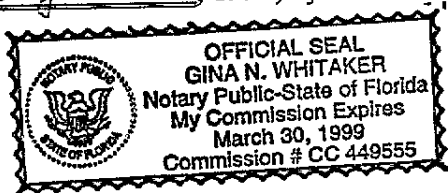
THE BY-LAWS of this Corporation shall be amended from time to time by the directors of the Corporation by majority vote at any specially called or annual directors meeting or shall be amended at any annual or special stockholders meeting. Specific notice at any directors or stockholders meeting in which an amendment to the By-Laws is to be made shall not be required to be given as to any proposed amendment thereof.

INCORPORATORS:


CHRISTINE L. HEATH

**STATE OF FLORIDA:
COUNTY OF MANATEE:**

July 17th, 1998, by **CHRISTINE L. HEATH.**




NOTARY PUBLIC
My Commission Expires:

DESIGNATION OF REGISTERED AGENT

PURSUANT to Chapter 607.164, Florida Statutes, the following is submitted in compliance with said act: That **PRYOR THINKING, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the County of Manatee, State of Florida, has named **CHRISTINE L. HEATH** of 7316 Manatee Avenue West, Suite 326, Bradenton, Florida 34209, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

CHRISTINE L. HEATH has named to accept service of process for the above stated Corporation, at the time and place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act, relative to keeping open said office.

REGISTERED AGENT:


CHRISTINE L. HEATH

APPROVED
AND
FILED

98 AUG 31 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA