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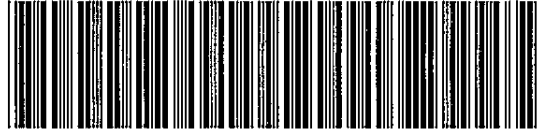
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TALLAHASSEE, FLORIDA

J. BRYAN AUG 19 2004

STEPHEN H. ARTMAN, P.A.

Attorneys at Law

*Stephen H. Artman
Ricardo Santander**

** Habla Español.*

August 18, 2004

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

RE: PROMATRIX SPORTS SUPPLEMENTS, INC.

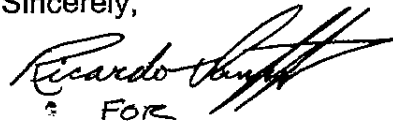
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed please find our firm's check in the amount of One Hundred Thirty and 00/100 Dollars (\$130.00).

Please file the Articles of Organization and return a certified copy to our office.

Thank you for your kind attention to this matter.

Sincerely,


FOR

STEPHEN H. ARTMAN

SHA/pg

Enclosures

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925 South Florida Avenue
Lakeland, FL 33803-1149
(863) 688-5252
(863) 688-5055 FAX
www.artmanlawoffice.com

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878-9966

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**ARTICLES OF ORGANIZATION
OF
PROMATRIX SPORTS SUPPLEMENTS, L.L.C.**

The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

I. The name of the limited liability company:

PROMATRIX SPORTS SUPPLEMENTS, L.L.C.

II. The period of the company duration:

The company shall have a perpetual existence.

III. The purpose for which the limited liability company is organized:

The Company is organized to engage in and to do any lawful act concerning any and all lawful business, other than banking or insurance, for which a limited liability company may be organized.

IV. A. The mailing and street address of the principal office in Florida:

ADDRESS: 925 South Florida Avenue
Lakeland, Florida 33803

B. The name and mailing and street address of the registered agent in Florida:

NAME: Stephen H. Artman, Esquire
ADDRESS: 925 South Florida Avenue
Lakeland, FL 33803

V. The total amount of cash and a description and agreed value of property other than cash contributed:

One Hundred and No/100 Dollars (\$100.00).

VI. The total additional contributions, if any, agreed to be made by all members, and the times at which or event upon the happening of which, they shall be made:

Additional contributions shall be made at such times and in such amounts as may be agreed by the Company and/or the members as provided in the Regulations of the Company.

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VII. The right, if given, of the members to admit additional members, and the terms and conditions of the admission:

Additional members may be admitted at such times and on such terms and conditions as all members may unanimously agree and as provided in the Rules and Regulations of the Company.

VIII. The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the limited liability company:

The remaining members of the Company may continue the business upon the termination of membership of a member in the Company upon majority agreement and as provided in the Regulations of the Company.

IX. Management:

The business of the Company shall be conducted under the exclusive management of its Operating Manager who shall have primary authority to act for the Company in all matters. The company is a manager-managed company. The name and address of the initial Operating Manager of the Company is:

NAME:	Paul L. Burton
ADDRESS	925 South Florida Avenue Lakeland, Florida 33803

X. Annual Meetings:

All regularly scheduled annual meetings may be held only following a twenty (20) day Notice of Meeting providing the date, time, place and purpose of the meeting, unless waived by all members.

XI. Special Meetings:

All special meetings of the managers must be preceded by at least a seven(7) day notice of the date, time, place and purpose of the special meeting, unless waived by all members.

XII. Amendments to Articles:

The manager(s) cannot adopt amendments to the Company Articles of Organization or to the Regulations without member consent.

XIII. Dissolution of Company:

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A proposal by management to dissolve the Company must be voted on and approved by a majority of the Members.

XIV. Manager's Compensation:

The Manager will not receive compensation; however, he shall be reimbursed for all reasonable expenses advanced on behalf of the Company.

XV. Other provisions for the regulation of the internal affairs of the limited liability company:

(1) The Company shall indemnify an individual made a party to a proceeding because he is or was a member, manager, officer, employee or agent of the company against liability incurred in the proceeding if:

- (a) They conducted themselves in good faith; and
- (b) They reasonably believed that their conduct was in or at least not opposed to the Company's best interest; and
- (c) In the case of any criminal proceeding they had no reasonable cause to believe his conduct was unlawful.

(2) The Company shall pay for or reimburse the reasonable expenses incurred by a member, manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) the individual furnishes the Company a written affirmation of his good faith belief that they have met the standard of conduct described herein;
- (b) the individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that they did not meet the standard of conduct; and
- (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

(3) The indemnification and advance of expenses authorized herein shall not be exclusive to any other right to which any member, manager, officer, employee or agent may be entitled under any By-law, regulation, agreement, vote of members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who

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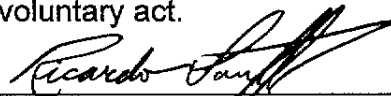
would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

(4) The principal place of business of the Company shall be in Florida or at such other place as the members from time to time may agree.

Dated this 18th day of August, 2004.

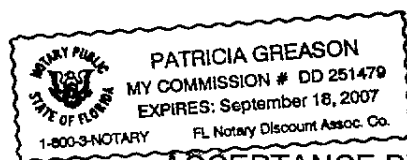

RICARDO SANTANDER

I, RICARDO SANTANDER, being first duly sworn, on oath, depose and say: that I am one of the organizers of PROMATRIX SPORTS SUPPLEMENTS, L.L.C.; that I have read the contents of the foregoing Articles of Organization of said limited liability company; know the contents thereof; and the statements contained in such Articles of Organization are true and correct and constitute my free and voluntary act.


RICARDO SANTANDER

STATE OF FLORIDA
COUNTY OF POLK

The forgoing instrument was acknowledged before me this 18th day of August, 2004, by Ricardo Santander, who is personally known to me, or who has produced the following identification.




Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered as provided for in Chapter 608, Florida Statutes.


STEPHEN H. ARTMAN