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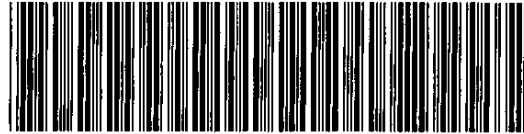
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EFFECTIVE DATE 1-01-08



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10/25/07--01016--021 **130.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 25 AM 11:25

FILED

World Cup Nutrition

October 22, 2007

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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07 OCT 25 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

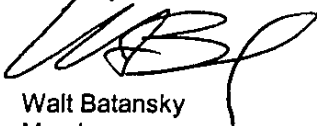
RE: WORLD CUP NUTRITION, LLC REGISTRATION

Dear Sirs,

Please accept this registration of the Articles of Organization for World Cup Nutrition, LLC.
Enclosed is a check for \$130.00 which includes: \$100 filing fee, \$25 registered agent fee, and \$5
for a certificate of status.

I appreciate your assistance and, if you have any questions, please contact me at the number
below. Thank you,

Cordially,



Walt Batansky
Member

ARTICLES OF ORGANIZATION

OF

WORLD CUP NUTRITION LLC

The undersigned, being duly authorized to act as the organizer of this Limited Liability Company pursuant to Chapter 608 and Section 658.16, Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company.

ARTICLE I – NAME

The name of the limited liability company shall be World Cup Nutrition LLC (hereinafter, the "Company").

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ARTICLE II – ADDRESS

The street address of the initial principal office and mailing address of the Company are:

615 Channelside Drive, Suite 201, Tampa, FL 33602

ARTICLE III – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 615 Channelside Drive, Suite 201, Tampa, FL 33602. The name of the registered agent of the Company at that address is Walt Batansky.

ARTICLE IV – MANAGEMENT AUTHORITY

The exclusive authority to manage the Company is vested in a Manager or Managers that are elected annually by the Members, and such Managers shall have the sole rights, powers, privileges, duties, and responsibilities to operate the Company.

EFFECTIVE DATE 1-01-08

The names and addresses of the initial Managers and Managing Members are as follows:

<u>Name</u>	<u>Address:</u>	
Walt Batansky	4312 W. Sylvan Ramble St., Tampa, FL 33609	MGRM
Karol Batansky	4312 W. Sylvan Ramble St., Tampa, FL 33609	MGR

ARTICLE IV -- EFFECTIVE DATE AND DURATION

The term of existence of the Company shall commence January 1, 2008, and shall continue perpetually, unless sooner dissolved in accordance with the laws of the State of Florida and the Operating Agreement of the Company. In no instance shall the Company be automatically terminated, dissolved, or operations suspended upon the occurrence of an event, including the death, disability, bankruptcy, expulsion, or withdrawal of a member of the Company, other than the passage of time as may be specified by law or the Operating Agreement of the Company. Provided, however, that upon any such termination event, the existence and business of the Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Company as may be authorized by Florida Statutes.

ARTICLE III -- PURPOSE

The general nature of the business to be transacted by the Company shall be: That of a general nutrition service and products business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of such limited liability companies.

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ARTICLE VI – LIMITED LIABILITY OF MEMBERS

No Member of the Company shall be liable for the debts, liabilities, or obligations of the Company in excess of the amount of the Member's investment.

ARTICLE VII – TRANSFER OF OWNERSHIP RIGHTS

A Member may not transfer an ownership interest in the Company, including voting rights, without the consent of a majority interest of the Members of the Company, and providing the transfer complies with all applicable requirements of the Florida Financial Institutions Codes.

ARTICLE VIII – LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235, Florida Statutes, no Member of the Company shall be an agent for the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

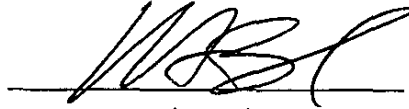
ARTICLE X – AMENDMENTS

The Articles of Organization of this Company may only be amended by the majority vote of the members and in compliance with the other limitations in these Articles of Organization. No members shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.


Date: 10/22/07, 2007

REQUIRED SIGNATURE:

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization this 22ND day of OCT., 2007.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

WALT BATANSKY

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 25 AM 11:25

FILED

APPROVED by the Office of Financial Regulation this _____ day of

_____, 20____.

Tallahassee, Leon County, Florida

Director
Office of Financial Regulation