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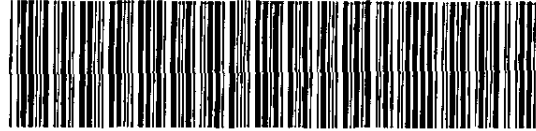
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DIVISION OF CORPORATIONS
05 APR 25 AM 9:14

LAUREL FRENCH WILSON, ESQ. ,
Attorney & Counselor at Law

Department of State
Division of Corporations
P.O. Box 6327 409 East Gaines
Tallahassee, FL 32314 32399

April 22, 2005

VIA TWO-DAY AIR

RE: NUTRITION, FITNESS FOR LIFE, INC (A NON PROFIT CORPORATION)

Enclosed please find one original and one copy of the Articles of Incorporation for the captioned non-profit corporation for filing and a check in the amount of 78.75. Please return the certified copy to the address below. Thank you for your kind attention in this matter.

Sincerely,


Laurel French Wilson

Cc: T. Howell

1739 Sunset Drive Jacksonville Beach, FL 32250
Phone (904) 242-9631 Fax (904) 241-6810

ARTICLES OF INCORPORATION
of
NUTRITION, FITNESS FOR LIFE, INC.
In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I- NAME

The name of the corporation shall be: Nutrition, Fitness For Life, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8560 Heather Run Dr. S Jacksonville, FL 32256

ARTICLE III – COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation with the Florida Department of State. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE IV- PURPOSE

The purpose for which the corporation is organized is to engage in the transaction of any and all activities permitted under the laws of Florida and the United States of America. Specifically to educate the public, including low income, at-risk and physically compromised youth on nutrition and fitness, including but not limited to information regarding the governments new food guide pyramid, community outreach and partnering. This corporation is irrevocably dedicated to and operated exclusively for non-profit

purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE V – POWERS

This corporation may do and perform all such acts and things including those generally allowed by the laws of Florida relative to *nonprofit corporations*, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise for any and all of its corporate functions, powers and rights.

However, this corporation in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE VI – MANAGEMENT

The powers of the corporation shall be exercised, its properties controlled and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all directors shall individually or collectively consent in writing to the action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and affect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which related to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Article of

Incorporation authorize the Board of the Directors to so act. Such a statement shall be prima facia of such authority.

ARTICLE VII- INITIAL DIRECTORS

This corporation's initial Board of Directors shall have three directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three.

The directors of this corporation must, at all times, be members of the corporation. Only a member of this corporation may serve as a director of this corporation.

The directors shall be elected annually by this corporation's members. The manner of the election of directors shall be specified in the corporate by laws. The directors named herein, comprising the initial Board of Directors shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Trisha Howell
8650 Heather Run Dr. S.
Jacksonville, FL 32256

Laurel Wilson
1739 Sunset Dr
Jacksonville Bch, FL 32250

George Howell
8650 Heather Run Dr. S.
Jacksonville, FL 32256

ARTICLE VIII – MEMBERS

Any person who has a special interest in improving community and individual interest and knowledge in nutrition and fitness, who agrees to be bound by theses Articles of Incorporation, the corporate Bylaws and any rules and regulations which the Board of Directors may from time to time adopt, who completes a membership application form

and submits it to the Board of Director and who pays the applicable dues, if any, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Directors further discretionary powers relating to admission of members.

ARTICLE IX- OFFICERS

The officers shall consist of a president, a vice president, a secretary and a treasure. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of officers shall be specified in the corporate by laws.

The officers named herein, comprising the initial officers shall hold office until the election of officers at the first annual Board of Directors meeting or until their successors are elected and duly qualified.

The name and address of each individual who shall serve as a member of the Initial officers are:

President Trisha Howell

Vice President Laurel Wilson

Secretary Laurel Wilson

Treasurer Trisha Howell

ARTICLE X – INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XI- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Trisha Howell 8560 Heather Run Dr. S Jacksonville, FL 32256

ARTICLE XII- INCORPORATOR

The name and address of the Incorporators:

| | |
|---------------|---|
| Trisha Howell | 8560 Heather Run Dr. S Jacksonville, FL 32256 |
| | Jacksonville, FL 32256 |

ARTICLE XIII – BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provision oft these Articles of Incorporation. Any amendment to the corporate Bylaws shall be binding on this corporation's member.

ARTICLE XIV – AMENDMENTS

Amendments to the Article of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's members for their vote. Such an amendment may be adopted by a vote of 51% of the quorum of the corporation's members.

ARTICLE XV - TAX-EXEMPT ACTIVITIES

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax section 501(3)(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue laws.

ARTICLE XVI-ASSETS UPON DISSOLUTION

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(3)(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue laws or shall be distributed to the federal government or to state or local government for a public purpose. Any such assets so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is located.

This corporation's subscribers, for the proposed of forming this corporation under the laws of Florida have executed these Articles of Incorporation on the dates indicated

next to their signatures.

Patricia J. Howell 4/21/05
Signature/Incorporator Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Patricia J. Howell 4/21/05
Signature/Registered Agent Date

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