

P00000018005



ACCOUNT NO. : 072100000032

REFERENCE : 594230 3623A

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 70.00

ORDER DATE : February 18, 2000

ORDER TIME : 2:48 PM

ORDER NO. : 594230-005

CUSTOMER NO: 3623A

4000003140594--3

CUSTOMER: Robert E. Cobb, Esq  
ROBERT E. COBB, ESQ  
ROBERT E. COBB, ESQ  
4530 North Federal Highway  
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: EXCHANGE VITAMINS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 18 PM 4:29  
RECEIVED  
00 FEB 18 PM 4:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*J. J. Pigut*

**CERTIFICATE OF INCORPORATION  
OF  
EXCHANGE VITAMINS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 18 PM 4:29

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

**EXCHANGE VITAMINS, INC.**

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely: To engage generally in the business of manufacturing, brokering, buying and selling of vitamins and herbal products, and any and all types of products related to the health industry, and otherwise dealing with, personal property of all types and kinds relating to the health industry, service, delivery, retail shipping directly or through other companies, and any and all other types of equipment, parts, components, and component systems relating to the manufacture or distribution of health products.

To engage generally in the business of providing advice and consultation relating to manufacturing, distribution, service, personnel management, training, re-training, and any and all other services to any and all persons, firms or corporations;

To purchase and sell businesses, real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof;

To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings of any kind, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property or for any other purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or

otherwise. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

### III.

The authorized capital stock of this Corporation shall be 750,000 share of Common Stock having a par value of One Cent (\$ 0.01) per share. All of said stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. These shares of stock shall be offered in accordance with Section 1244 of the Internal Revenue Code of the United States of America. Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of Capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

IV.

This Corporation shall have perpetual existence.

V.

The principal place of business of this corporation shall be:

**4530 North Federal Highway,  
Ft. Lauderdale, FL 33308.**

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

**ANDREAS KOZMA** 20505 East Country Club Drive, #1233  
Aventura, FL 33180

VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

**President/Secretary, ANDREAS KOZMA**  
20505 E. Country Club Drive, # 1233,  
Aventura, FL 33180

VIII.

The number of Directors of this Corporation shall be not less than one, nor more than five.

IX.

The registered office and the initial post office address of the principal office of the Corporation in the State of Florida is:

**4530 North Federal Highway  
Ft. Lauderdale, FL 33308.**

and ROBERT E. COBB has been named as the Registered Agent of the Corporation, and his address is: 4530 North Federal Highway, Ft. Lauderdale, FL 33308.

The Board of Directors may from time to time move the principal office of the corporation to any other address within or without the State of Florida.

X.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he/she agrees to take, paying therefor One Cent (\$ 0.01) for each share, is as follows:

ANDREAS KOZMA

50,000 SHARES .

20505 East Country Club Dr. # 1233,  
Aventura, FL 33180

IN WITNESS OF THE OF THE FOREGOING, I have hereunto set my hand  
and seal this 16<sup>th</sup> day of February, 2000.



ANDREAS KOZMA

STATE OF FLORIDA ]

COUNTY OF BROWARD ]

I HEREBY CERTIFY that on this 16<sup>th</sup> day of February, 2000,  
personally came before me, the undersigned authority, **ANDREAS  
KOZMA**, to me well known, and known to me to be the person of that  
name described in and who executed the foregoing Certificate of  
Incorporation, and who acknowledged before me that said execution was  
his free and voluntary act and deed for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Broward  
County, and State of Florida the day and year first above written.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

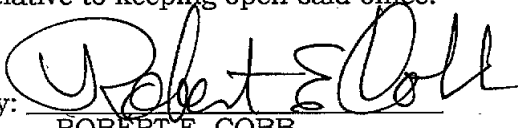


CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, FLORIDA STATUTES, the  
following is submitted, in compliance with said Act:

FIRST: That EXCHANGE VITAMINS, INC. is desiring to organize  
under the Laws of the State of Florida, with its principal office as  
indicated on the Certificate of Incorporation in the City of Fort  
Lauderdale, Florida, has named ROBERT E. COBB, located at 4530  
North Federal Highway, Fort Lauderdale, Florida 33308, as its agent to  
accept Service of Process within this State.

ACKNOWLEDGMENT: Having been named to accept Service of  
Process for the above stated corporation, at the place designated in this  
Certificate, I hereby accept to act in this capacity, and agree to comply  
with the provisions of said Act relative to keeping open said office.

By:   
ROBERT E. COBB  
Registered Agent

FILED STATE  
SECRETARY OF CORPORATIONS  
00 FEB 18 PM 4:29