

**P000000020497**  
R. CRAIG HEMPHILL & ASSOCIATES  
ATTORNEYS AT LAW

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(904) 356-1877  
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February 19, 2000

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

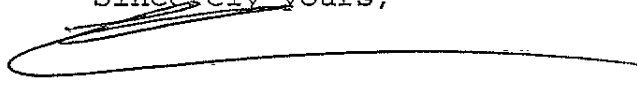
Gentlemen:

Enclosed please find the following items for TBM  
Brokerage, Inc., which we would like to have filed:

1. Articles of Incorporation,
2. Copy of the Articles,
3. Acceptance of Registered Agent.
4. Check in the amount of \$70.00 to cover the filing fee for the articles of incorporation (\$35) and acceptance (\$35). It is not necessary for us to obtain a certified copy of the articles.

Thank you for your assistance in this matter

Sincerely yours,

  
C. Eugene Loftin

EL\cbd  
enclosures (4)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION  
OF  
TBM Brokerage, Inc.

We, the undersigned, hereby make, subscribe, acknowledge, and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be TBM Brokerage, Inc.

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

(a) To engage in a brokerage business primarily involved with the marketing and sales of vitamins, protein supplements and dietary products.

(b) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(c) To do all things incident to this business, including but not limited to hiring employees, advertising, obtaining licenses, owning property, entering into contracts and borrowing money. Nothing herein shall restrict or limit these general purposes in any way.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of Two Hundred Fifty Thousand (250,000) shares of stock with a par value of one cent per share (\$00.01) par value. The

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TALLAHASSEE, FLORIDA

whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by each subscriber.

#### **ARTICLE IV**

##### **Amount of Capital With Which to Begin Business**

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1,000.00) Dollars.

#### **ARTICLE V**

##### **Corporate Existence**

This corporation shall have perpetual existence.

#### **ARTICLE VI**

##### **Registered Office**

The initial principal office and mailing address of this corporation shall be 4100 North Powerline Road, Suite W-3, Deerfield Beach, Florida 33073. This shall be the registered office and Marc Migdal shall be the registered agent.

#### **ARTICLE VII**

##### **Number of Directors**

The number of directors shall be two and the by-laws may provide for an increase or decrease in the number of directors as is authorized by law. Directors shall be elected at the annual meeting of shareholders by shareholders as provided in the by-laws. Vacancies on the board of directors for any reason may be filled to serve the balance

of the term by a majority vote of the existing directors.

#### ARTICLE VIII

##### Name and Post Office Address of the Members of the First Board of Directors

The name and post office address of the members of the first board of directors is as follows:

Marc Migdal	Alan Beyda
Suite W-3	Suite W-3
4100 North Powerline Road	4100 North Powerline Road
Deerfield Beach, FL 33073	Deerfield Beach, FL 33073

#### ARTICLE IX

##### Subscribers and Number of Shares

The name and residential address of each subscriber to the Certificate of Incorporation and the number of shares agreed upon is as follows:

Subscriber:	Shares:
Alan Beyda 1695 NW Terrace Coral Springs, Florida 33071	25,000
Marc Migdal 3503 Brokenwoods Drive Coral Springs, Florida 33065	25,000

#### ARTICLE X

##### RESTRICTED TRANSFER

All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event a shareholder can not provide services or there is a necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$.01 per share.


ARTICLE XI

AMENDMENTS

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders or a majority of the stock with the right to vote thereon.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Deerfield Beach, Florida, for the uses and purposes aforesaid on this 17th day of February, 2000.

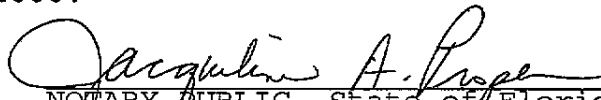
  
\_\_\_\_\_  
Marc Migdal

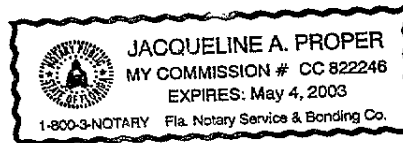
  
\_\_\_\_\_  
Alan Beyda

STATE OF FLORIDA  
COUNTY OF BROWARD

Personally appeared before me, the undersigned authority, Marc Migdal and Alan Beyda who are known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, for TBM Brokerage, Inc., and each acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Deerfield Beach, Florida, this 17th February, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
My commission expires: MAY 4, 2003

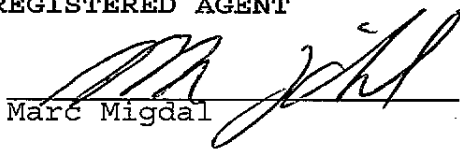


ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Marc Migdal, designated as the registered agent for TBM Brokerage, Inc., in the certificate of incorporation for that entity filed with the Secretary of State, Division of Corporations for State of Florida, states that he is familiar with and hereby accepts the duties and responsibilities as registered agent and agrees to be fully responsible for any obligations arising therefrom. Marc Migdal has continuously been a resident of the State of Florida for more than a year and he is presently a resident of the State of Florida. The business address of Marc Migdal is the same as that of the corporation, TBM Brokerage, Inc., Suite W-3, 4100 North Powerline Road, Deerfield Beach, Florida 33073.

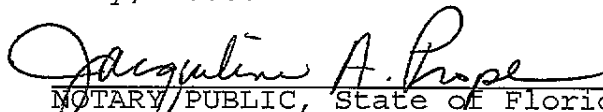
REGISTERED AGENT

  
Marc Migdal

STATE OF FLORIDA  
COUNTY OF BROWARD

Personally appeared before me, the undersigned authority, Marc Migdal, who is the person known to me to be the person described in and who executed the foregoing acceptance as registered agent for TBM Brokerage, Inc., a Florida corporation, and he acknowledged before me, according to law, that he made and subscribed same for the uses and purposes mentioned and set forth herein.

WITNESS my hand and official seal at Deerfield Beach, Florida, this 14 day of February, 2000.

  
NOTARY PUBLIC, State of Florida  
My commission expires: May 4, 2003

