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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

FLORIDA PROFIT CORPORATION OR P.A.

PERSONALIZED NUTRITION SYSTEMS, INC.

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|-----------------------|---------|
| Certificate of Status | 1 |
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ARTICLES OF INCORPORATION
OF
PERSONALIZED NUTRITION SYSTEMS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be PERSONALIZED NUTRITION SYSTEMS, INC.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III
CAPITAL STOCK

This corporation shall be authorized to issue two classes of capital stock to be designated respectively blank check preferred stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock the corporation shall have authority to issue is 5,000,000 shares (par value \$.01), and the total number of shares of Common Stock the corporation shall have authority to issue is 15,000,000 shares (par value \$.001). The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;

Prepared by:
Michael T. Cronin, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 861677

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- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

ARTICLE IV ADDRESS

The principal address and mailing address of the corporation shall be 16336 Shadow Court, Miami, Florida 33014.

ARTICLE V REGISTERED AGENT

The registered agent address shall be 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial Registered Agent for the corporation at that address is Michael T. Cronin.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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ARTICLE VIII
SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Joseph S. Barcie at 16336 Shadow Court, Miami, Florida 33014; and James V. McGoodwin at 2 Winona Lane, Sea Ranch Lakes, Florida 33308. There shall be one vacancy on the Board of Directors.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Michael T. Cronin at 911 Chestnut Street, Clearwater, Florida 33756.

The undersigned has executed these Articles of Incorporation on the 27th day of April, 2000.


MICHAEL T. CRONIN, Incorporator

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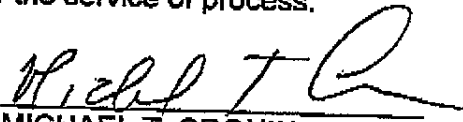
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, PERSONALIZED NUTRITION SYSTEMS, INC., desiring to organize under the laws of the State of Florida, hereby designates MICHAEL T. CRONIN, located at: 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


MICHAEL T. CRONIN

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