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Eduardo Fernandez
P.O. Box 490382
Key Biscayne, Fla 33149

April 25, 2000

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Fla 32399

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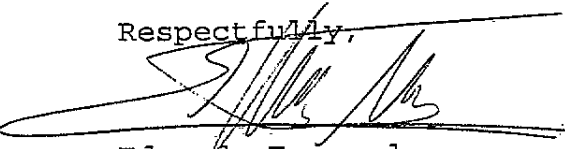
****122.50 *****78.75

Dear Sirs :

Enclosed find one original and a copy of the Articles of Incorporation of NUTRITION MASTER, INC. Also find enclosed a check made payable to Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as NUTRITION MASTER, INC. is greatly appreciated.

Respectfully,


Eduardo Fernandez
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 27 AM 9:54

FILED

T. Burch APR 28 2000

ARTICLES OF INCORPORATION

OF

NUTRITION MASTERS, INC.

ARTICLE I - NAME

The name of the corporation is NUTRITION MASTERS, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 100 Lincoln Road, Ste 524, Miami Beach, Fla 33139.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is Eduardo Fernandez at 100 Lincoln Road, Ste 524, Miami Beach, Fla 33139.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of this Corporation is:

100 Lincoln Road, Ste 524

Miami Beach, Fla 33139

and the mailing address is:

P.O. Box 490382

Key Biscayne, Fla 33149

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time , in accordance with the by-laws of the corporation , but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Eduardo Fernandez

100 Lincoln Road, Ste 524
Miami Beach, Fla 33139

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is :

Eduardo Fernandez
100 Lincoln Road, Ste 524
Miami Beach, Fla 33139

ARTICLE XI - BY-LAWS

The power to adopt , alter , amend or repeal by-laws shall be vested in the Board of Directors.

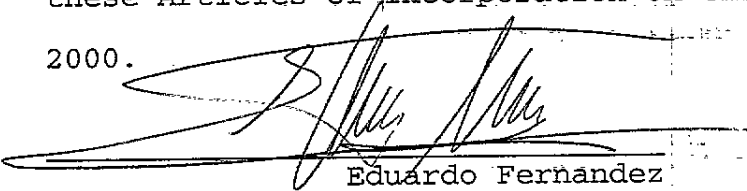
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation , or any amendment thereof , and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF ; the undersigned subscriber has executed
these Articles of Incorporation on this 25th day of April,
2000.


Eduardo Fernandez

STATE OF FLORIDA

COUNTY OF DADE

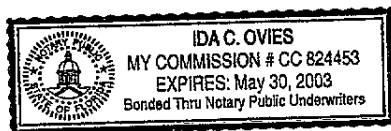
THE FOREGOING ARTICLES OF INCORPORATION were sworn to and
acknowledged before me on this 25th day of April, 2000 by
Eduardo Fernandez.



Notary Public
State of Florida

Personally known to me
(or I.D. shown).

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE 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:

NUTRITION MASTER, INC. dully organized under the laws of
the State of Florida , with its principal offices as indicated in
the Articles of Incorporation has named Eduardo Fernandez at 100
Lincoln Road, Ste 524, Miami Beach, Fla 33139 as its agent to
accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-
named corporation , at the place designated in this Certificate ,
I hereby accept to act in that capacity , and agree to comply
with the provisions of said Act relative to keeping open said
office.

By: 

Eduardo Fernandez

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00 APR 27 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA