

LAW OFFICES

**SMITH & SUPRASKI**

PROFESSIONAL ASSOCIATION

2450 N.E. MIAMI GARDENS DRIVE (186TH STREET)

SECOND FLOOR

NORTH MIAMI BEACH, FLORIDA 33180

JOSE SMITH  
ATTORNEY AT LAW  
LOUIS A. SUPRASKI  
BOARD CERTIFIED  
REAL ESTATE LAWYER

STEVEN H. ROTHSTEIN  
ATTORNEY AT LAW  
MARK S. WEINBERG  
ATTORNEY AT LAW

TELEPHONE  
(305) 792-0060  
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(305) 792-0061

May 23, 2000

**Via United Parcel Service**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/24/00--01059--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

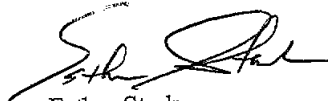
**Re: PLANET VITAMIN, INC.**

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation,  
along with our office account check in the amount of \$78.75 representing the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



Esther Stark  
Secretary

**EFFECTIVE DATE**  
05-23-00

Enclosures

**FILED**  
00 MAY 24 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gj6/2

ARTICLES OF INCORPORATION

OF

PLANET VITAMIN, INC.

LED  
24 APR 11:43  
ARTICLE STATE  
SS:FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended,  
adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: **PLANET VITAMIN, INC.** The principal place of  
business of this corporation shall be at **2450 N.E. MIAMI GARDENS DRIVE, 2<sup>ND</sup> FLOOR,**  
**NORTH MIAMI BEACH, FLORIDA 33180.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful  
activity for which corporations may be organized under the laws of the State of Florida.

EFFECTIVE DATE  
05-23-00

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one  
time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred  
Dollars (\$500.00).

ARTICLE V

VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested  
exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DIRECTOR(S)**

The number of director(s) of the corporation shall be not less than two nor more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
MICHEL HAJUN	2450 N.E. Miami Gardens Drive, 2 <sup>nd</sup> Floor North Miami Beach, Florida 33180
MARC LEBAILLIF	2450 N.E. Miami Gardens Drive, 2 <sup>nd</sup> Floor North Miami Beach, Florida 33180

**ARTICLE VII**  
**DURATION**

The corporation shall have a perpetual existence.

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Michel Hajun	2450 N.E. Miami Gardens Dr. 2 <sup>nd</sup> Floor North Miami Beach, FL 33180	President
Marc Lebaillif	2450 N.E. Miami Gardens Dr. 2 <sup>nd</sup> Floor North Miami Beach, FL 33180	Vice President

ARTICLE IX  
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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X  
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI  
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is **Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, 2<sup>nd</sup> Floor, North Miami Beach, Florida 33180.**

ARTICLE XII  
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Michel Hajun	2450 N.E. Miami Gardens Drive, 2 <sup>nd</sup> Floor North Miami Beach, Florida 33180

ARTICLE XIII  
INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XIV  
EFFECTIVE DATE

The Effective Date of this Corporation which is the date that the corporation's existence commences is May 23, 2000.

Dated this 23<sup>rd</sup> day of May, 2000.

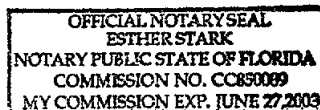
  
\_\_\_\_\_  
MICHEL HAJUN

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

} ss:  
}

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of May, 2000, by MICHEL HAJUN, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did \_\_\_ did not x take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING

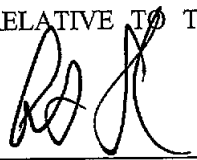
IS SUBMITTED:

**INC.**

FIRST -- THAT **PLANET VITAMIN**, DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT 2450 N.E. MIAMI GARDENS DRIVE, 2<sup>ND</sup> FLOOR, NORTH  
MIAMI BEACH, FLORIDA, HEREBY NAMES LOUIS A. SUPRASKI, ESQ., 2450 N.E.  
MIAMI GARDENS DRIVE, 2<sup>ND</sup> FLOOR, NORTH MIAMI BEACH, FLORIDA 33180, AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
**MICHEL HAJUN**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
**LOUIS A. SUPRASKI, ESQ.**  
REGISTERED AGENT  
DATED: May 23, 2000