

P0000089862
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000003352540--3

-08/10/00--01072--010
*****87.50 *****87.50

SUBJECT: Discant Nutrition Cafe's Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Richard S. Vass
Name (Printed or typed)

8109 OAK Trace # D
Address

Tampa FL 33634
City, State & Zip

813-886-4233
Daytime Telephone number

00 SEP 21 AM 9:42
RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA

509-611-2544
W000-20188
167-611

NOTE: Please provide the original and one copy of the articles.

9/25/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP 21 AM 9:42

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 12, 2000

RICHARD S. VESS
8109 OAK TRACE #D
TAMPA, FL 33634

SUBJECT: DISCOUNT NUTRITION CAFE'S, INC.
Ref. Number: W00000020188

We have received your document for DISCOUNT NUTRITION CAFE'S, INC..
However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 300A00048039



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP 21 AM 9:42

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 2000

RICHARD S. VESS
8109 OAK TRACE #D
TAMPA, FL 33634

SUBJECT: HEALTHY HANDS, INC.
Ref. Number: W00000020188

We have received your document for HEALTHY HANDS, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The registered agent must sign accepting the designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00044109

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

00 SEP 21 AM 9:42

ARTICLES OF INCORPORATION
OF
DISCOUNT NUTRITION CAFE'S, INC.

The undersigned, acting as incorporator of DISCOUNT NUTRITION CAFE'S, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

DISCOUNT NUTRITION CAFE'S, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

8109 Oak Trace Way

Unit D

Tampa, Florida 33634

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 8:00 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8109 Oak Trace Way, Unit D, Tampa, Florida 33634 and the name of the corporation's initial registered agent at that address is Richard S. Vess.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Richard S. Vess

Address

8109 Oak Trace Way

Unit D

Tampa, Florida 33634

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name

Richard S. Vess

Address

8109 Oak Trace Way

Unit D

Tampa, Florida 33634

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this

reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 7th day of August, 2000.


Richard S. Vess, Incorporator

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

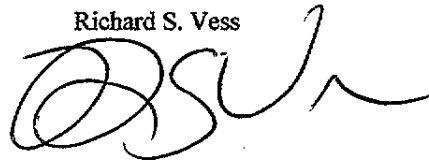
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That DISCOUNT NUTRITION CAFE'S, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 8109 Oak Trace Way, Unit D, Tampa, State of Florida, has named Richard S. Vess as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Richard S. Vess



TPA1 #1044704 v2

FILED
CLERK OF STATE
00 SEP 21 AM 9:42
TAMPA, FLORIDA

**CONSENT IN LIEU OF ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF
DISCOUNT NUTRITION CAFE'S, INC.**

Pursuant to Section 607.0821, Florida Statutes, the undersigned board of directors of DISCOUNT NUTRITION CAFE'S, INC. adopts the following resolutions by written consent, in lieu of holding an organizational meeting of the directors of the corporation:

ARTICLES OF INCORPORATION

RESOLVED, that the articles of incorporation of the corporation, as filed with the Florida Department of State on August 7th, 2000, are approved; and

FURTHER RESOLVED, that a duplicate original of the articles of incorporation of the corporation, certified by the Florida Secretary of State, shall be inserted as the first document in the minute book of the corporation as part of its permanent records.

BYLAWS

RESOLVED, that the bylaws, a copy of which is filed in the minute book immediately following the certified copy of the Articles of Incorporation, are approved and adopted as the bylaws of the corporation.

FORM OF STOCK CERTIFICATE

RESOLVED, that the form of stock certificate that is filed as the first item in the stock certificate book is approved and adopted as the form of stock certificate for shares of common stock of the corporation.

ISSUANCE OF STOCK

RESOLVED, that the consideration of \$1.00 per share for the common stock of this corporation is, in the judgment of the board of directors, equal to the value of one share of the common stock; and

FURTHER RESOLVED, that the president or any vice president and the secretary or any assistant secretary, upon the corporation's receipt of the full consideration of \$1.00 per share, shall execute and deliver to Richard S. Vess a certificate evidencing 100 shares showing a par value of \$1.00 per share, fully paid and non-assessable.

ELECTION OF OFFICERS

RESOLVED, that Richard S. Vess is elected to the corporate offices of President, Secretary and Treasurer to serve for the term provided in the bylaws, and until his successor is elected and qualified, or until his earlier death, resignation, or removal from office.

**BANK ACCOUNTS, CREDIT CARDS,
AND CORPORATE BORROWING**

RESOLVED, that the president, vice president, and treasurer of the corporation are authorized, at their discretion and without further action by the board of directors:

1. To open, maintain, or discontinue accounts of the corporation with any bank or trust company;
2. To deposit or cause to be deposited in those banks or trust companies any of the funds of the corporation;
3. To designate the person or persons authorized to draw on those accounts;
4. To authorize banks and trust companies in which the corporation maintains accounts to accept for deposit in those accounts checks and drafts made payable to the order of the corporation;
5. To prescribe such rules and conditions pertaining to the accounts as they consider necessary or desirable to protect the interest of the corporation; and
6. To borrow funds on behalf of this corporation, upon such terms and conditions as they deem appropriate in their absolute discretion.

FURTHER RESOLVED, that the secretary of the corporation is authorized to certify any standard bank, credit card, or loan resolution necessary to effectuate the foregoing authorizations and to insert copies of those resolutions in the minute books of the corporation as part of its permanent records.

LOANS FROM SHAREHOLDERS

RESOLVED, that this corporation is authorized to borrow funds from its shareholders

in such amounts, upon such terms, and for such purpose as the president considers appropriate.

SUBCHAPTER S

RESOLVED, that this corporation elects taxable status under Subchapter S of the Internal Revenue Code of 1986 as amended; and

FURTHER RESOLVED, that the president of the corporation is directed to file Form 2553 and the necessary shareholder consents with the Internal Revenue Service.

ORGANIZATION EXPENSES

RESOLVED, that the appropriate officers of the corporation are authorized to pay all organizational fees and expenses of the corporation and to reimburse any person or persons who have paid such fees and expenses on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned sole director of Discount Nutrition Cafe's, Inc. has executed this consent effective as of the 7th day of August, 2000.


Richard S. Vess, Director