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**Donelle A. White, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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BRANDON, FLORIDA 33509-0763

Of Counsel:  
**M. Diane Vogt**

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

September 14, 2000

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
The Capitol  
Room 202, North Monroe  
Tallahassee, FL 32310-8047

Re: Articles of Incorporation for Nutrifit Health & Wellness, Inc.

Gentlemen:

Enclosed please find two (2) originals of the (a) Articles of Incorporation, and (b) Certificate of Designation Registered Agent/Registered Office, both regarding Nutrifit Health & Wellness, Inc. Please file the original Articles and Certificate and return a certified copy to me.

Also enclosed is a check in the amount of \$78.75 made payable to the Secretary of State.

Thank you for your assistance and cooperation in this matter. Should you have any questions regarding the enclosed documents, please do not hesitate to contact my office by telephone.

Very truly yours,

*Donelle A. White*  
Donelle A. White

DAW/sad  
Enc.

*PH 9/27/00*

**ARTICLES OF INCORPORATION**  
**OF**  
**NUTRIFIT HEALTH & WELLNESS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be:

NUTRIFIT HEALTH & WELLNESS, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

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

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE V

##### REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 517 Kensington Lake Circle, Brandon, FL 33511, and the name and address of the initial registered agent of this corporation is Donelle A. White, Esquire at 219 Lithia Pinecrest Road, Brandon, FL 33511.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Jill Suzanne Killian	517 Kensington Lake Circle, Brandon, FL 33511
Paul Edward Killian	517 Kensington Lake Circle, Brandon, FL 33511

ARTICLE VII

SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jill Suzanne Killian	517 Kensington Lake Circle, Brandon, FL 33511
Paul Edward Killian	517 Kensington Lake Circle, Brandon, FL 33511

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

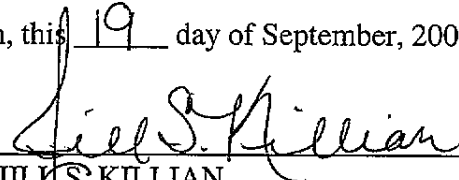
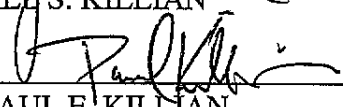
ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote

thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 19 day of September, 2000.

  
JILL S. KILLIAN  
  
PAUL E. KILLIAN

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appearance JILL S. KILIAN and PAUL E. KILLIAN, known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 19<sup>th</sup> day of September, 2000.

  
NOTARY PUBLIC  
My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: Nutrifit Health & Wellness, Inc.
2. The name and address of the registered agent and office is:

DONELLE A. WHITE, Esquire  
219 LITHIA PINECREST ROAD  
BRANDON, FL 33511

SIGNATURE: \_\_\_\_\_

JILL S. KILLIAN

TITLE: PRESIDENT

DATE: \_\_\_\_\_

September 19, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

DONELLE A. WHITE

DATE: \_\_\_\_\_

9/19/00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA