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March 5, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400003810344--2  
-03/07/01--01071--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Article of Incorporation  
All Sport Nutrition.Com, Inc.

Ladies and Gentleman:

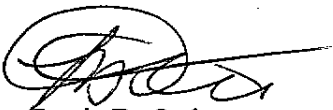
Please accept this letter as a written request for the filing of the above referenced document, for which is enclosed the check # 2284 in the amount of seventy eight dollars and seventy five cents (\$78.75) for processing fees as follows:

|                              |          |
|------------------------------|----------|
| Filing Fees                  | \$ 35.00 |
| Registered Agent Designation | \$ 35.00 |
| Certified Copy               | \$ 8.75  |

We appreciate that the certified copy of this document be returned to this office, to the address set forth above.

Thank you in advance for your valuable assistance on this matter, and should you have any questions, please do not hesitate to contact me.

Very truly yours,



Lucia B. Ordonez  
Assistant to  
Robert A. Brandt, Esq.

cc: file

enclosure

RAB/lob

FILED  
01 MAR -7 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-12-01  
WC

**ARTICLES OF INCORPORATION  
OF  
ALL SPORT NUTRITION.COM, INC.**

**ARTICLE I - NAME**

The name of the corporation is:

**ALL SPORT NUTRITION.COM, INC.**

**ARTICLE II - DURATION**

The corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be:

11980 S.W. 8 Street, Suite 14  
Miami, Florida 33184

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

Wilfredo Miranda, Jr.  
11980 S.W. 8 Street, Suite 14  
Miami, Florida 33184

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE VIII - INCORPORATOR

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

Wilfredo Miranda, Jr.  
11980 S.W. 8 Street, Suite 14  
Miami, Florida 33184

### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

### ARTICLE X - INDEMNIFICATION


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

### ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

Wilfredo Miranda, Jr.  
11980 S.W. 8 Street, Suite 14  
Miami, Florida 33184

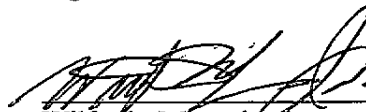
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Wilfredo Miranda, Jr.  
Date: March 1, 2001

### ARTICLE XII - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on March 1, 2001.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on March 1, 2001.

  
\_\_\_\_\_  
Wilfredo Miranda, Jr.

This document prepared by:  
Robert A. Brandt, Esq.  
1110 Brickell Avenue, PH-1, Miami, FL 33131  
Phone: (305) 374-2202  
Fla. Bar No. 311391