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May 18, 2001

TRANSMITTAL LETTER

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*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Universal Nutrition, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, representing the filing fee and the fee for a Certificate of Status.

FROM: A Faxon Henderson, Jr.
Post Office Drawer 3208
Palm Beach, Florida 33480
Telephone: (561) 659-0102

cc: Mr. Aaron J.J. Rinker

FILED
01 MAY 21 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-30-01
MC

ARTICLES OF INCORPORATION
OF
UNIVERSAL NUTRITION, INC.

FILED
01 MAY 21 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this Corporation shall be Universal Nutrition, Inc.

ARTICLE II

Purpose

This Corporation is organized for the purpose or purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Principal Office

The principal place of business and mailing address of this Corporation shall be 10288 Fox Trail Road South, Apartment 306, Royal Palm Beach, Florida 33411.

ARTICLE IV

Shares

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE V

Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

A. Faxon Henderson, Jr. 12773 West Forest Hill Boulevard, Suite 206
Wellington, Florida 33414

ARTICLE VI

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Aaron J.J. Rinker 10288 Fox Trail Road South, Apartment 306
Royal Palm Beach, Florida 33411

The undersigned incorporator has executed these Articles of Incorporation this
18 day of May, 2001.


AARON J.J. RINKER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDER NAMED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Universal Nutrition, Inc.
2. The name and address of the registered agent and office is:

A. Faxon Henderson, Jr.
12773 West Forest Hill Boulevard, Suite 206
Wellington, Florida 33414

FILED
01 MAY 21 PM 3:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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.


A. FAXON HENDERSON, JR.,

DATE: May 18, 2001.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314