

**GRAY, HARRIS, ROBINSON,  
HOVIS, BOYETTE & CRAWFORD**

TELEPHONE 352-394-2103  
FAX 352-394-2105  
WEBSITE: www.ghrlaw.com

ATTORNEYS AT LAW  
1380 GRAND HIGHWAY  
BANKFIRST BUILDING, 2ND FLOOR  
CLERMONT, FLORIDA 34711

MAILING ADDRESS:  
POST OFFICE DRAWER 120848  
CLERMONT, FLORIDA 34712-0848

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February 25, 2002

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

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-02/28/02--01030--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
02 FEB 28 AM 9:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RE: NutriBasics, Inc.

EFFECTIVE DATE

02-22-02

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$70.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

GRAY, HARRIS, ROBINSON, P.A.

*/s/ Wade Boyette*

Wade Boyette

KWB/jcg  
Enclosures



J. BRYAN MAR 6 2002

LAKELAND

MELBOURNE

ORLANDO

TALLAHASSEE

TAMPA

ARTICLES OF INCORPORATION

of

NutriBasics, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

EFFECTIVE DATE

02-22-02

The name and street address of this corporation shall be: NutriBasics, Inc., 904 Janmar Court, Suite A, Clermont, FL 34711.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

Ben McLean, III

904 Janmar Court  
Suite A  
Clermont, FL 34711

The name and address of the Directors is:

<u>NAME</u>	<u>ADDRESS</u>
W.B. McLean, Jr.	904 Janmar Court Suite A Clermont, FL 34711
Ben McLean, III	904 Janmar Court Suite A Clermont, FL 34711
Matt McLean	904 Janmar Court Suite A Clermont, FL 34711
Randall Bowman	904 Janmar Court Suite A Clermont, FL 34711

**ARTICLE V**  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- Incorporation; (a) Amendment, alteration, change or repeal of any provision of the Articles of
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
Term of Existence

This corporation shall exist perpetually.

**ARTICLE VIII**  
Directors

A. The business of the corporation shall be managed initially by four (4) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
Effective Date

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statutes 607.0123.

**ARTICLE X**  
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 904 Janmar Court, Suite A, Clermont, FL 34711. The name of the Registered Agent of this corporation is Ninett Ruiz.

**ARTICLE XI**

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 22 day of February, ~~2001~~ 2002 *BM*

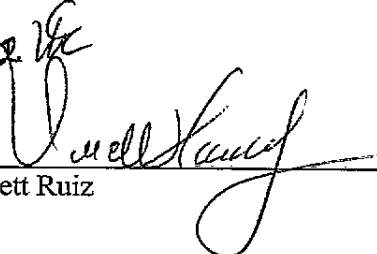


Ben McLean, III

ACCEPTANCE

I hereby accept appointment as Registered Agent of NutriBasics, Inc.

Dated: February 22, 2002

  
Ninett Ruiz

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02 FEB 28 AM 9: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA