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FRANK M. GAFFORD
ATTORNEY AT LAW
228 EAST DUVAL STREET
LAKE CITY, FLORIDA 32055

FRANK M. GAFFORD

(386) 752-5468
FAX (386) 752-3383

November 6, 2001

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

RE: Blue Wave Nutritionals, Inc.

EFFECTIVE DATE

2-27-02

Dear Sir or Madam:

We are enclosing an original and a conformed copy of the Articles of Incorporation for Blue Wave Nutritionals, Inc. Please record the original and return the certified copy to this office.

I also enclose our check in the amount of \$78.75 which covers the filing and the certified copy for these articles.

Thank you.

Yours very truly,



Suzette Woolsey
Secretary to
Frank M. Gafford

Enc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR - 4 AM 11:47

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ARTICLES OF INCORPORATION
OF
BLUE WAVE NUTRITIONALS, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 MAR -4 AM 11:47

EFFECTIVE DATE
2-27-02

ARTICLE I NAME

The name of this corporation is Blue Wave Nutritionals, Inc.

ARTICLE II DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock \$1.00 par value common stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **228 East Duval Street, Lake City, Florida** and the name of the initial registered agent of this corporation at that address is **Frank M. Gafford, 228 East Duval Street, Lake City, Florida 32055.**

ARTICLE VII INCORPORATORS

The name and address of the person signing these articles is **Frank M. Gafford, 228 East Duval Street, Lake City, Florida 32055.**

ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Frank M. Gafford 500 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares

may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE X CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the President or Secretary/Treasurer.

ARTICLE XI SHAREHOLDER QUORUM AND VOTING

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE XIII CONDUCT OF CORPORATE BUSINESS

The business and affairs of this corporation shall be conducted upon a majority vote of shareholders of the corporation. Each shareholder shall be entitled to one vote for each share of stock held by that shareholder.

ARTICLE XIV MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in meetings of the shareholders by means of conference telephone.

ARTICLE XVI REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the shareholders when the reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

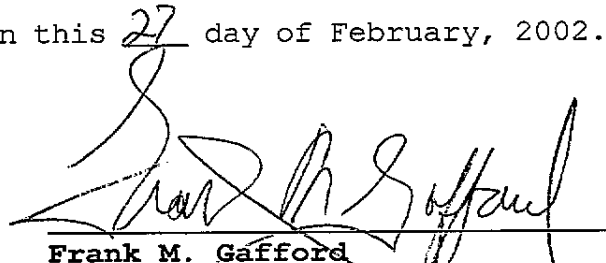
ARTICLE XVII INDEMNIFICATION

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

ARTICLE XVIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this 27 day of February, 2002.


Frank M. Gafford

STATE OF FLORIDA
COUNTY OF COLUMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Frank M. Gafford** to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, or who has produced identification and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 27th day of February, 2002.




SUZETTE C. WOOLSEY

My Commission Expires:

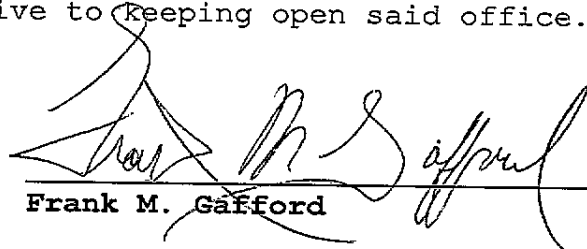
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant of Chapter 48.091, Florida States, the following is submitted, in compliance with said Act:

That Blue Wave Nutritionals, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 228 East Duval Street has named Frank M. Gafford, 228 East Duval Street, Lake City, Florida 32055 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said articles relative to keeping open said office.


Frank M. Gafford

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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