

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

RSC NUTRITION SALES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	067
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RSC NUTRITION SALES, INC.
a Florida corporation

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under and in accordance and compliance with Chapter 607 of the Florida Statutes, as amended (the "Florida Statutes"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE 1.
NAME

The name of the corporation is RSC NUTRITION SALES, INC. (the "Corporation").

ARTICLE 2.
PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation is 500 S.W. 5th Avenue, Apt. 208, Boca Raton, Florida 33432-5510.

ARTICLE 3.
DURATION

The period of its duration is perpetual.

ARTICLE 4.
PURPOSE

The Corporation is organized for the purpose of transacting any and all general lawful business for which corporations may be incorporated under the Florida Statutes.

Articles of Incorporation of RSC Nutrition Sales, Inc. - Page 1

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ARTICLE 5.
SHARES

5.01 **Number.** The Corporation shall have authority to issue an aggregate of 100,000 shares of capital stock, consisting of one class of Common Stock with a value of \$0.01 per share.

5.02 **Voting.**

(1) At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

(2) It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

(3) With respect to any action to be taken by the shareholders for which the Florida Statutes requires the vote or concurrence of the holders of more than a majority of the shares of the Corporation's Common Stock, or any class or series thereof, such action shall be deemed to have been approved upon the vote or concurrence of the holders of a majority of such Common Stock, or any class or series thereof, as the case may be, notwithstanding any provision of the Florida Statutes to the contrary.

(4) Any action required to be taken by the Florida Statutes at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if: (i) one or more written consents setting forth the actions so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes which would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted, (ii) delivery to the corporation of such written consent or consents is within 60 days after the date of the earliest dated consent delivered to the corporation, and (iii) such written consent or consents are otherwise in compliance with the provisions of Florida Statutes.

5.03 **No Preemptive Rights.** No shareholder of the Corporation shall, by reason of his holding shares of any class, have any preemptive or preferential right to purchase or subscribe to shares of any class of this Corporation, now or hereafter authorized, or shares thereof held in the treasury of this Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class now or hereafter authorized, whether issued for cash or other consideration or by way of dividend or otherwise.

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**ARTICLE 6.
COMMENCEMENT OF BUSINESS**

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money paid, labor done, or property actually received. Notwithstanding the foregoing representation, and subject to any provision of the Constitution and laws of the State of Florida to the contrary, the Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the Corporation; provided, however, that shares may be not issued until the full amount of the consideration, fixed as provided by law, has been paid. In the absence of fraud in the transaction, the judgment of the Board of Directors or the shareholders, as the case may be, as to the value of the consideration received for shares will be conclusive.

**ARTICLE 7.
REGISTERED OFFICE AND AGENT**

The name of the initial registered agent and the street address of its initial registered office is Capitol Corporate Services, Inc., 1333 North Duval Street, Tallahassee, Florida 32303.

**ARTICLE 8.
INDEMNIFICATION**

8.01 Indemnification. The Corporation may indemnify, and advance expenses to (i) persons who are or were a director, officer, employee, or agent of the Corporation and any person who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, and (ii) persons who are not or were not directors, officers, employees, or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise (such persons referred to in (i) and (ii) above collectively referred to as the "Corporate Functionaries") against any and all liability and reasonable expense that may be incurred by them in connection with or resulting from (a) any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, (b) any appeal in such an action, suit, proceeding, or (c) any inquiry or investigation that could lead to such an action, suit, or proceeding, to the full extent permitted by the Florida Statutes. A Corporate Functionary is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to the participants in or beneficiaries of the plan.

8.02 Non-Exclusivity. The rights of indemnification provided for in this Article VIII shall be in addition to any rights to which any Corporate Functionary may be entitled under any Bylaw.

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agreement, or vote of the shareholders or disinterested directors, pursuant to the direction (howsoever embodied) of any court of competent jurisdiction, or otherwise. The provisions of this Article VIII shall not be deemed to preclude the indemnification of, and advancement of expenses to, any person who is not a Corporate Functionary but whom the Corporation has the power or obligation to indemnify under the Florida Statutes or otherwise.

8.03 Insurance. The Corporation may purchase or maintain insurance on behalf of any Corporate Functionary against any liability asserted against him or incurred by him in such a capacity or rising out of his status as such a person, whether or not the Corporation would have the power to indemnify against the liability under this Article VII or by law.

8.04 "Corporation" Defined. For the purposes of this Article VII, the term "corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger, consolidation, or other transaction at which the liabilities of the predecessor are transferred to the Corporation by operation of law or in any other transaction in which the Corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Article VII.

8.05 Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Corporate Functionary and shall inure to the benefit of the heirs and legal representatives of such person.

ARTICLE 9.

LIMITED LIABILITY OF DIRECTORS

To the full extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, provided that this Article IX shall not eliminate or limit a director's personal liability to the extent he is found liable for an act or omission involving the following:

- (1) a breach of the director's duty of loyalty to the Corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

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Any repeal or amendment of this Article IX by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director is not personally liable as set forth in the foregoing provisions of this Article IX, a director's personal liability shall be further limited to the full extent permitted by any amendment to the Florida Statutes, without further action by the shareholders of the Corporation.

ARTICLE 10.
INITIAL BOARD OF DIRECTORS

The number of directors of the Corporation shall be specified in or determined in the manner provided in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided that the number of directors of the Corporation shall be not less than one (1). The name and address of the initial Directors who are to serve as such until the first annual meeting of the shareholders or until his successor or successors be elected and qualified is:

<u>Names</u>	<u>Addresses</u>
Ronald S. Cohen	500 S.E. 5 th Avenue, Apt. 208 Boca Raton, Florida 33432-5510

ARTICLE 10.
INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Kenneth M. Horwitz	2200 One Galleria Tower 13355 Noel Road, L.B. 48 Dallas, Texas 75240

IN WITNESS WHEREOF, I have hereunto set my hand this 2 day of May, 2002.



Kenneth M. Horwitz, Incorporator

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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.

Capitol Corporate Services, Inc.

By: Boyle Windle
Boyle Windle, asst. sec.
Name/Position

Date: 5-3-02

9:\JDRWITZ\CDR\MKSC\ Nutrition Sales.wpd May 2, 2002 (8:31pm)

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