

Division of Corporations

Page 1 of 2

P030000014629

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000045011 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

FILED
2003 FEB -6 AM 6:22
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

NUTRITION BUYER, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

H03000045011 FILED 2002

2003 FEB -6 AM 6:22

STATE
FLORIDA

**ARTICLES OF INCORPORATION
OF
NUTRITION BUYER, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I: NAME OF CORPORATION

The name and address of the initial principal office of the Corporation is:

Nutrition Buyer, Inc.
10618 NW 69th Street
Parkland, Florida 33076

ARTICLE II: REGISTERED AGENT

The initial registered office of this Corporation shall be Sachs Sax & Klein, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael Karsch.

ARTICLE III: PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act ("FBCA") of the State of Florida.

ARTICLE IV: DESIGNATION OF SHARES

The aggregate number of shares which the Corporation shall have authority to issue is five million (5,000,000) common shares, having a par value of \$0.001 per share. The holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

ARTICLE V: MANAGEMENT OF CORPORATION

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Subject to the rights of any holders of any class or series of capital stock as specified in the resolution adopted by the Board of Directors or a duly authorized committee thereof providing for such class or series of capital stock, the Board of Directors shall consist of at least one directors, the exact number of directors to be determined from time to time solely by the Board of Directors.

02/06/03 THU 13:45 FAX 5619944985

SACHS.SAX & KLEIN,PA

003

H03000045011 1

2. Subject to the rights of the holders of any class or series of capital stock as specified in the resolution adopted by the Board of Directors or a duly authorized committee thereof providing for such class or series of capital stock, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors, including those created through the death or resignation of an incumbent director, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors.

ARTICLE VI: INDEMNIFICATION

The directors and officers of the Corporation shall be protected from personal liability, through indemnification or otherwise, to the fullest extent permitted under the FBCA as from time to time in effect.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is: Michael Karsch, Sachs Sax & Klein, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 6th day of February, 2003.



Michael Karsch

H03000045011 1

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with the laws of the State of Florida, the following is submitted:

First - Nutrition Buyer, Inc., desiring to organize under the laws of the State of Florida, has named Michael Karsch as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 6th day of February, 2003.



Michael Karsch
Registered Agent

FILED

2003 FEB -6 AM 6:22

FILED
TALLAHASSEE, FLORIDA