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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 29, 2003

VIA FEDERAL EXPRESS

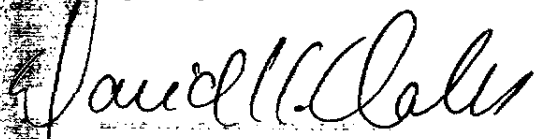
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: LOW CARB WAREHOUSE CORP.
Filing of Articles of Incorporation

Dear Sir:

Enclosed please find an original and two copies of the Articles of Incorporation of LOW CARB WAREHOUSE CORP. together with our check in the amount of \$78.75 for the filing fee. If there are any questions or problems with this filing, please do not hesitate to contact our office.

Yours very truly,


David K. Oaks

DKO:js
Encl.
cc: client

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LOW CARB WAREHOUSE CORP.**

We, the undersigned, **THOMAS L. SOMERS** and **BRENDA E. SOMERS**, do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. **NAME.** The name of the corporation shall be **LOW CARB WAREHOUSE CORP., a Florida corporation.**

2. **PURPOSE.** The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. **GENERAL POWERS.** The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. **TERM.** This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. **OFFICE.** The principal office and mailing address of the corporation is 2200 Kings Highway, Unit 3M Maple Leaf Plaza, Port Charlotte, FL 33980.

6. **MANAGEMENT.** This corporation shall have two directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. **DIRECTORS.** The names and addresses of the first Board of Directors of this corporation follows:

THOMAS L. SOMERS
Maple Leaf Golf and Country Club
2100 Kings Highway
132 Beaver Lane
Port Charlotte, FL 33980-4258

BRENDA E. SOMERS
Maple Leaf Golf and Country Club
2100 Kings Highway
132 Beaver Lane
Port Charlotte, FL 33980-4258

This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. **OFFICERS.**

a) The names and addresses of the first Officers of this corporation are as follows:

President

THOMAS L. SOMERS

Maple Leaf Golf and Country Club

2100 Kings Highway

132 Beaver Lane

Port Charlotte, FL 33980-4258

Secretary / Treasurer

BRENDA E. SOMERS

Maple Leaf Golf and Country Club

2100 Kings Highway
132 Beaver Lane
Port Charlotte, FL 33980-4258

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. **STOCK.** Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. **SHAREHOLDERS.** The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

THOMAS L. SOMERS and **BRENDA E. SOMERS**, husband and wife 100 shares
as joint tenants with rights of survivorship

10. **RESIDENT AGENT.** The name and address of the resident agent of the corporation is:

DAVID K. OAKS, ESQ.
DAVID K. OAKS, P.A.
407 East Marion Avenue, Suite 101
Punta Gorda, FL 33950

11. **BY-LAWS.** The By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this ^{29th} ~~day~~ ^{AVG} of July, 2003.

SIGNED AND SEALED
IN THE PRESENCE OF:

Catherine H. Brennan
CATHERINE H. BRENNAN

Thomas L. Somers

THOMAS L. SOMERS
Maple Leaf Golf and Country Club
2100 Kings Highway
132 Beaver Lane
Port Charlotte, FL 33980-4258

MJL
MELISSA RAYMOND

Catherine H. Brennan
CATHERINE H. BRENNAN

Brenda E. Somers

BRENDA E. SOMERS
Maple Leaf Golf and Country Club
2100 Kings Highway
132 Beaver Lane
Port Charlotte, FL 33980-4258

MJL
MELISSA RAYMOND
STATE OF CONNECTICUT
COUNTY OF NEW LONDON

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **THOMAS L. SOMERS**, incorporator of **LOW CARB WAREHOUSE CORP.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

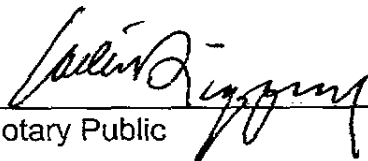
WITNESS my hand and official seal in the County and State aforesaid this ^{29th} ~~day~~ ^{AVG} of July, 2003.
My Commission Expires:

Catherine R. Tiffany
Notary Public

STATE OF CONNECTICUT
COUNTY OF NEW LONDON

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **BRENDA E. SOMERS**, incorporator of **LOW CARB WAREHOUSE CORP.** who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 2nd
day of July, 2003.
My Commission Expires:



Notary Public

CATHERINE R. TIFFANY
NOTARY PUBLIC
MY COMMISSION EXPIRES
MAY 31, 2007

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, That LOW CARB WAREHOUSE CORP. desiring to organize under the laws
of the State of Florida with its principal office as indicated in the Articles of Incorporation
at City of Port Charlotte, County of Charlotte, State of Florida, has named DAVID K.
OAKS, ESQ., County of Charlotte, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

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

By David K. Oaks
Resident Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA