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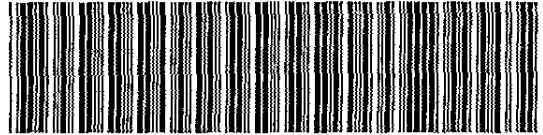
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03 NOV 17 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/1/03

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Precision Nutrition Consulting Services, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Dr. Barry J. Bradley

Name (Printed or typed)

560 Breckenridge Village, #11

Address

Altamonte Springs, FL 32714

City, State & Zip

407-788-4272

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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03 NOV 17 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
PRECISION NUTRITION CONSULTING SERVICES, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation pursuant to Chapter 607 and 621 of the Florida Statutes (FS):

**ARTICLE I
CORPORATE NAME**

The name of this corporation is **Precision Nutrition Consulting Services, Inc.**

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

**560 Breckenridge Village, #11
Altamonte Springs, FL 32714**

**ARTICLE III
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state and more specifically the following:

A sales, marketing and consulting company in the nutrition industry

**ARTICLE IV
SHARES**

The total number of shares which the corporation shall have authority to issue is **100,000 shares** of no par value stock.

**ARTICLE V
INITIAL OFFICERS AND/OR DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

President, Chairman and Secretary

**Dr. Barry J. Bradley
560 Breckenridge Village, #11
Altamonte Springs, FL 32714**

Vice President, Director and Treasurer

**Elaine B. Bradley
560 Breckenridge Village, #11
Altamonte Springs, FL 32714**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

**Elaine B. Bradley
560 Breckenridge Village, #11
Altamonte Springs, FL 32714
Orange County**

**ARTICLE VII
INCORPORATOR**

The street address of the corporation's Incorporator and the name of its Incorporator at such address is:

**Barry J. Bradley
560 Breckenridge Village, #11
Altamonte Springs, FL 32714**

ARTICLE VIII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

ARTICLE IX OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal.

Certification of Registered Agent

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. I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Elaine B. Bradley, Registered Agent
560 Breckenridge Village, #11
Altamonte Springs, FL 32714

11-14-03
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV 17 AM 9:14

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Certification of Incorporator

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Barry J. Bradley, Incorporator
560 Breckenridge Village, #11
Altamonte Springs, FL 32714

11/14/03
Date