

05/07/2004 13:39 9544286699

GM FINANCIAL GROUP

PAGE 01

Page 1 of 1

Division of Corporations

FILED

04 MAY -7 AM 9:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P04000074618**

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.**

((H04000100838 3)))

**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 : GM FINANCIAL GROUP, INC.  
Account Number : I19980000102  
Phone : (954) 428-8899  
Fax Number : (954) 428-6699

**FLORIDA PROFIT CORPORATION OR P.A.**

**Phoenix Nutricutics, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

H0400001008383

FILED

04 MAY -7 AM 9:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Articles of Incorporation of

### Phoenix Nutraceutics, Inc.

a Florida corporation

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

#### ARTICLE I - NAME

The name of the corporation shall be:

Phoenix Nutraceutics, Inc.

#### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

7200 NW 2 Ave  
Apt #125  
Boca Raton, FL 33487

Filer:  
GM Financial Group, Inc.  
c/o Debora A. Clawson  
1191 E. Newport Center Drive  
Suite 103  
Deerfield Beach, FL 33442  
(954)428-8899

H0400001008383

1040000100838 3

(954)428-6699 Fax

**ARTICLE III - AUTHORIZED SHARES**

The number of shares the corporation is authorized to issue is: ONE THOUSAND (1,000) SHARES OF COMMON STOCK. ALL OF ONE CLASS, DESIGNATED AS COMMON STOCK HAVING A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered office is:

Cristina Hedendahl  
7200 NW 2 Ave  
Apt #125  
Boca Raton, FL 33487

**ARTICLE V - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Cristina Hedendahl  
7200 NW 2 Ave  
Apt #102  
Boca Raton, FL 33487

1040000100838 3

H0400001008383

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall be managed by a Board of Directors consisting of no less than one director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

The name(s) of the initial director(s):

President:

Cristina Hedendahl

**ARTICLE VII - AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

**ARTICLE VIII - PURPOSES**

H0400001008383

H0400001008383

Business Purpose: Nutrition

ARTICLE IX - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended. The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

After this corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once the corporation has elected to be an S Corporation, each share of stock issued by this corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation

H0400001008383

H0400001008383

to be taxed under Sub-Chapter S of the Internal Revenue Code of  
1986, as amended."

#### **ARTICLE X - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this corporation may be subject to a shareholders' restrictive agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

#### **ARTICLE XI - POWERS OF CORPORATION**

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE XII - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE XIII - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any

H0400001008383

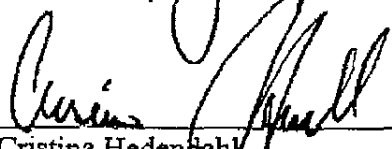
1040000100838 3

action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XIV - EFFECTIVE DATE**

These Articles of Incorporation shall be effective May 7, 2004 upon approval of the Secretary of State, State of Florida.

**THE UNDERSIGNED** Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 7 day of May, 2004.

  
Cristina Hedendahl

1040000100838 3

H0400001008383

FILED

04 MAY -7 AM 9:32

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

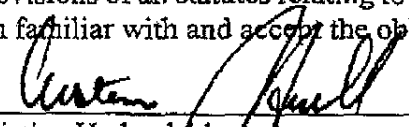
1. The name of the Corporation is:

Phoenix Nutraceuticals, Inc.

2. The registered agent and office is:

Cristina Hedendahl  
7200 NW 2 Ave  
Apt 102  
Boca Raton, FL 33487

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accepted the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Cristina Hedendahl

5-7-04  
Date

H0400001008383