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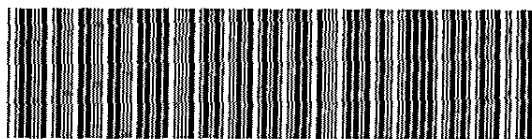
(Business Entity Name)

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LAW OFFICES  
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STUART, FLORIDA 34994-2007  
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FREDERICK G. SUNDHEIM, JR.  
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WM. A. OUGHTERSON  
OF COUNSEL

\*BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM-STRAUSBAUGH

July 15, 2004

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

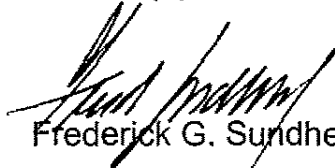
RE: M. D. Nutrition, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$78.75 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation for the above corporation.

Once the Articles have been filed, please return the copy to my office marked as filed.

Sincerely yours,



Frederick G. Sundheim, Jr.

FGS:sn  
Encls.  
F-79A  
cc: Mr. Matthew Fenex

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F-79A/sn

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**ARTICLES OF INCORPORATION**

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**OF**

**M. D. NUTRITION, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be M. D. NUTRITION, INC.

**ARTICLE II. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III. NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One share having a nominal or par value of One (\$1.00) Dollar per share.

**ARTICLE V. PRINCIPAL AND REGISTERED OFFICE**

The street address of the principal office of this corporation in the State of Florida is 2703 SW Horseshoe Trail, Palm City, Florida 34990. The street address of the initial registered office of this corporation in the State of Florida is 2703 SW Horseshoe Trail, Palm City, Martin County, Florida. The name of the initial registered agent at such address is Matthew G. Fenex.

ARTICLE VI  
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. OFFICERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Matthew G. Fenex	2703 SW Horseshoe Trail Palm City, FL 34990	P/T
Damon R. Leigh	1220 SW Covered Bridge Rd. Palm City, FL 34990	VP/S

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof

at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

#### ARTICLE XI. INCORPORATOR

The name and address of the initial incorporator is Matthew G. Fenex,  
2703 SW Horseshoe Trail, Palm City, FL 34990.

Matthew G. Fenex  
Matthew G. Fenex

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 13 day of  
July, 2004, by MATTHEW G. FENEX, who is ✓ personally known to me or  
who has produced as identification \_\_\_\_\_.

Sharon K. Newman  
Signature of Notary Public



\_\_\_\_\_  
Print, type or stamp commissioned  
name of Notary Public

I, MATTHEW G. FENEX, having been designated to act as Registered  
Agent, hereby consent to act in that capacity until removed or my resignation is  
submitted.

Matthew G. Fenex  
MATTHEW G. FENEX

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