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FLORIDA PROFIT/NON PROFIT CORPORATION

Nutruvia Wellness, Inc.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
NUTRUVIA WELLNESS, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "Corporation") under the Florida Business Corporation Act (the "Act").

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is Nutruvia Wellness, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation and the mailing address both are:

200 S. Andrews Avenue, Suite 5C
Fort Lauderdale, Florida 33301

**ARTICLE III
DURATION**

The Corporation shall begin its existence upon the filing and recording of these Articles of Incorporation with the Florida Department of State, and the Corporation shall have perpetual existence.

**ARTICLE IV
PURPOSE**

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

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ARTICLE V

CAPITAL STOCK

The maximum number of shares of its common stock that the Corporation is authorized to have outstanding at any one time is 100,000,000 shares, \$0.01 per share par value (the "Common Stock"). The maximum number of shares of its preferred stock that the Corporation is authorized to have outstanding at any time is 5,000,000 shares, \$0.50 per share par value (the "Preferred Stock"). The consideration to be paid for each share shall be fixed by the Board and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

Common Stock. Subject to the rights of the Corporation's preferred stock and except as otherwise provided by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash, stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise. The holders of Common Stock shall be entitled to one vote per share of Common Stock held, with respect to all matters to be voted on by the shareholders of the Corporation.

Preferred Stock. The Board of Directors of the Corporation (the "Board") is authorized, from time to time, without shareholder approval, to determine, designate and cause the Corporation to issue various series of Preferred Stock, and to specify, and thereafter alter, the preferences, rights, privileges, limitations and restrictions granted to and imposed upon the Preferred Stock and any series thereof, and to fix the number of shares and designation of any series of Preferred Stock. Such authorization shall enable the Board to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences (including seniority upon liquidation), relative participating, optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issuance of such series and to the fullest extent as now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida. Unless a vote of any shareholder is required pursuant to a certificate establishing a series of Preferred Stock, from time to time, the Board may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series, within the limits and restrictions stated in any resolutions of the Board originally fixing the number of shares constituting any series.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered office of the Corporation, as hereby designated and reported to the Florida Department of State, are:

Craig A. Teich
200 S. Andrews Avenue, Suite 5C
Fort Lauderdale, Florida 33301

ARTICLE VII

BOARD OF DIRECTORS

The initial directors, constituting the Board, are Craig A. Teich, Antonio De Filippo, and Sean Washington. The Corporation may continue to have as many directors as specified in the bylaws of the Corporation (the "Bylaws"); and the number of directors may be increased or decreased, from time to time, by an amendment to the Bylaws, in the manner provided by law, but shall never be less than one.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

Craig A. Teich
715 Bayshore Drive, Suite 1004
Fort Lauderdale, Florida 33304

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

The Board shall have authority to fix the compensation of the officers of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation is authorized to indemnify any director or officer, or any former director or officer, in the manner set forth and provided for in the bylaws of the Corporation, to the fullest extent permitted by the laws of the State of Florida.

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ARTICLE XI

SHAREHOLDER QUORUM AND VOTING

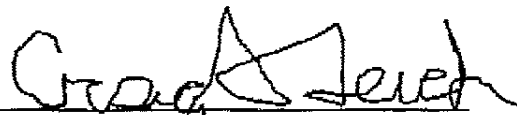
A majority of the shares entitled to vote, represented in person or in proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any director or the entire Board may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 25th day of September 2006.


Craig A. Teich, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and designated to accept service of process for the above-stated corporation, at the place designated above, I hereby agree to act in such capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 25, 2006


Craig A. Teich, Registered Agent