

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

950000004681

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 19 1995 BSG

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 1:19 11:00

RE: International Nutrition Corporation

	C.C. FEE.	DISBURSED
Capital Express**		
Art of Inc. File		
Corp. Record Search		
Ind. Part. Ship		
Foreign Corp. File		
() Part. Copy(s)		
EFFECTIVE DATE		
JAN 17 1995		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kill		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FILED WITH BUN
 JAN 19 1995
 CAPITAL CONNECTION, INC.

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
INTERNATIONAL NUTRITION CORPORATION

FILED
05 JAN 19 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME. The name of this corporation is INTERNATIONAL NUTRITION CORPORATION.

EFFECTIVE DATE
JAN 17 1995

ARTICLE II - DURATION. This corporation is to have perpetual existence beginning with the date of subscription and acknowledgment of these Articles of Incorporation which is January 17, 1995.

ARTICLE III - PURPOSE. This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK. This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V - PREEMPTIVE RIGHTS. After the initial issue of common stock by this corporation, every shareholder, upon the sale for cash or other property, whether tangible or intangible or for labor or services actually performed for the corporation (the Consideration) of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share of the stock of this corporation (as nearly as may be done without issuance of fractional shares) at the cash price determined by the Board of

Directors at which time the stock would be issued to others for the consideration to be given by the other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 6365 N. W. 6th Way, Suite 160, Fort Lauderdale, Florida 33309 and the name of the corporation's initial registered agent is DIVERSIFIED MANAGED INVESTMENTS, INC., a Florida corporation.

ARTICLE VII - PRINCIPAL OFFICE. The corporation's principal office and mailing address are 6365 N. W. 6th Way, Suite 160, Fort Lauderdale, Florida 33309.

ARTICLE VIII - FIRST BOARD OF DIRECTORS. This corporation's first Board of Directors shall consist of one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

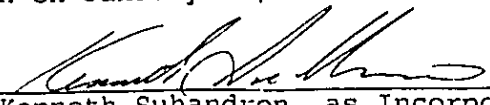
Kenneth Suhandron
6365 N. W. 6th Way
Suite 160
Fort Lauderdale, Florida 33309

ARTICLE IX - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Kenneth Suhandron
6365 N. W. 6th Way
Suite 160
Fort Lauderdale, Florida 33309

ARTICLE X - CUMULATIVE VOTING. At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of such candidates.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on January 17, 1995.


Kenneth Suhandron, as Incorporator

DIVERSIFIED MANAGED INVESTMENTS, INC., a Florida corporation, hereby accepts its designation as the Registered Agent of INTERNATIONAL NUTRITION CORPORATION and it hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as Registered Agent.

Executed at Fort Lauderdale, Florida, on January 17, 1995.

DIVERSIFIED MANAGED INVESTMENTS, INC.

By: 
Kenneth Suhandron, its President