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KRAMER
&
GOLDEN, P.A.

SANFORD H. KRAMER
RICHARD A. GOLDEN
SAMUEL D. BALLEW

11900 BISCAYNE BOULEVARD • SUITE 301 • NORTH MIAMI, FLORIDA 33181
TELEPHONE (305) 899-1800 • TELECOPIER (305) 895-7137

0-94-104

FILED
95 JAN 23 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 23, 1995

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32301

000001390950
-01/27/95--01005--015
****122.50 ****122.50

Re: Incorporation USA Nutritional Tracking


Gentlemen:

Enclosed please find two (2) original Articles of Incorporation to be filed with the Secretary of State. Also enclosed in our check in the amount of \$122.50 for the filing of same. Upon filing, kindly return to us the stamped-in copy plus the Certificate of Incorporation.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

KRAMER & GOLDEN, P.A.

By: 
RICHARD A. GOLDEN, ESQ.

RAG:mx
Enclosures

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1-31

ARTICLES OF INCORPORATION
OF

USA NUTRITIONAL TRACKING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is USA NUTRITIONAL TRACKING, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation and mailing address is 1474 N.E. 130 Street, North Miami, Florida 33161.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1000. The Par Value of each share is One (\$1.00) Dollar.

ARTICLE IV
STREET ADDRESS OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT

The Street address of the initial registered office of the corporation is 11900 Biscayne Boulevard, Suite 301, North Miami, Florida 33181. The name of the initial registered agent at that office is Richard A. Golden.

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporators are Gary Duboff and Caryn Duboff, 1474 N.E. 130 Street, North Miami, Florida 33161.

ARTICLE VI
DURATION AND PURPOSE

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE VII
NAMES OF DIRECTORS/OFFICERS

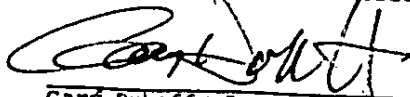
The President/Director of the corporation shall be Gary Duboff, whose address is 1474 N.E. 130 Street, North Miami, Florida 33161. The Secretary/Treasurer of the corporation shall be Caryn Duboff, whose address is 1474 N.E. 130 Street, North Miami, Florida 33161.

Prepared by: Richard A. Golden
Florida Bar No. 270271
11900 Biscayne Blvd., Suite 301
North Miami, Florida 33180
305-899-1800

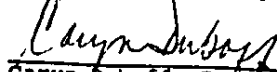
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TALLAHASSEE, FLORIDA

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.



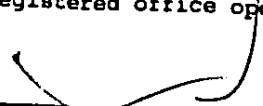
Gary Duboff, Incorporator Date



Caryn Duboff, Incorporator Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Richard A. Golden, Registered Agent Date

disk/articles

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