

P95000015715

CARL ANDERSON

(813) 949-6251

Fax (813) 949-9658

February 22, 1995

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: North American Nutrition, Inc.

000001414940
-02/24/95--01072--009
****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a check in the amount of \$122.50 in payment of the filing fee, registered agent fee and a certified copy of the Articles of Incorporation. Please return the certified copy to the undersigned.

Thank you for your cooperation in this matter. If you have any questions, please give me a call.

Very truly yours,

Carl Anderson
Carl Anderson *nm*

CA/nm

enclosures

File 2-27

FILED
95 FEB 24 PM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Post Office Box 274147 • Tampa, FL 33688-4147

**ARTICLES OF INCORPORATION
OF
NORTH AMERICAN NUTRITION, INC.**

FILED
95 FEB 24 AM 8 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is North American Nutrition, Inc. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 19235 U.S. Highway
41 North, Lutz, FL 33549.

ARTICLE IV - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of
the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar
(\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 19235 U.S.
Highway 41 North, Lutz, FL 33549. The name of the initial registered agent at such address is Carl
Anderson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Carl Anderson	19235 U.S. Highway 41 North Lutz, FL 33549

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the initial director of this Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by applicable law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

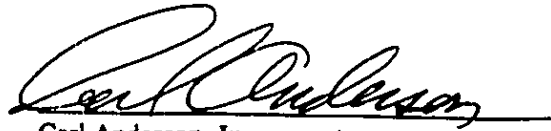
<u>Name</u>	<u>Address</u>
Carl Anderson	19235 U.S. Highway 41 North Lutz, FL 33549

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22 day of February, 1995.


Carl Anderson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 22 DAY OF FEBRUARY, 1995.

By:

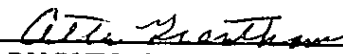


CARL ANDERSON
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 22 day of February, 1995 by Carl Anderson who, as Incorporator, executed the foregoing Articles of Incorporation of North American Nutrition, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did/did not take an oath on behalf of the corporation.

FILED
95 FEB 24 AM 8
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



OFFICIAL SEAL
ALTA GRANTHAM
My Commission Expires
Oct. 17, 1996
Comm. No. CC 228709

P95000015715

CARL ANDERSON

(813) 949-6251
Fax (813) 949-9658

June 15, 1995

Florida Secretary of State
Division of Corporations
Attn: Amendments
409 E. Gaines Street
Tallahassee, FL 32399

6/19

800001517488
-06/20/95--01057--010
*****35.00 *****35.00

RE: North American Nutrition, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of Articles of Amendment to Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a check in the amount of \$35.00 in payment of the filing fee. Please return a copy of the amendment to the undersigned date-stamped with the filing information.

Thank you for your cooperation in this matter. If you have any questions, please give me a call.

Very truly yours,

Carl Anderson
Carl Anderson nm

CA/nm

enclosures

*corpsec ✓
Sinda*

FILED
JUN 19 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Post Office Box 274147 • Tampa, FL 33688-4147

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH AMERICAN NUTRITION, INC.

FILED
95 JUN 19 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. North American Nutrition, Inc. hereby strikes Article I of its Articles of Incorporation and amends it as follows:

ARTICLE I - NAME

The name of this corporation is North American Marketing Group, Inc. (the "Corporation").

2. The foregoing amendment was adopted by Carl Anderson, as incorporator, on June 7, 1995, without shareholder action; said shareholder action not being required.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 15th day of June, 1995.



Carl Anderson
Incorporator