CORPORATION INFORMATION STRVICES, INC. 1201 HAYS STREET, TALLAHASSEL, I'L 32301 904-222-9171 904-222-0391 LAX

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ORDER	DATE		March	•	1995
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ORDER TIME : 9:55 AM

ORDER NO. : 550494

CUSTOMER NO: 8749A

CUSTOMER: Robert L. Schimmel, Esq

HESSEN SCHIMMEL & DE CASTRO,

Р. А.

Madison Circle, Penthouse 2

3191 Coral Way Miami, FL 33145

295000016923

HAME:

HEALTHY NUTRITIONAL CHOICE, INC.

XX	ARTICLES OF	INCORPORATION		
	CERTIFICATE	OF	LIMITED	PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

3-1-95 02/A

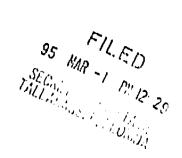


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ARTICLES OF INCORPORATION

OF

HEALTHY NUTRITIONAL CHOICE, INC.



ARTICLE I. NAME

The name of this corporation shall be Healthy Nutritional Choice, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filling of these Articles of Incorporation with the Secretary of State of the State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America or any other State, Territory, Country or Nation.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1000) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

Healthy Nutritional Choice, Inc. Page 1

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of Directors on this corporation's initial Board of Directors shall be at least one (1). The number of Directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.

ARTICLE VI. PRINCIPAL OFFICE & MAILING ADDRESS

The address of this corporation's principal office and its mailing address shall be:

3191 Coral Way, Ph-2 Miami, Florida 33145

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The name and address of this corporation's initial Registered Agent and office shall

be:

Robert L. Schimmel 3191 Coral Way, Ph-2 Miami, Florida 33145

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Robert L. Schimmel 3191 Coral Way, Ph-2 Miami, Florida 33145

ARTICLE IX. PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the right to purchase, subscribe

Healthy Nutritional Choice, Inc. Page 2 for, or receive a right or rights to purchase or subscribe for, a pro-rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by any amendment thereof.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the Shareholders shall be subject to this reservation.

Robert L. Schimmel - Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as resident agent and agree to serve as the Registered Agent of Healthy Nutritional Choice, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Robert L. Schimmel - Registered Agent

STATE OF FLORIDA }
SS COUNTY OF DADE }

On this 28 day of _______, 1995, Robert L. Schimmel, the individual who shall serve as the corporation's Incorporator and initial Registered Agent,

Healthy Nutritional Choice, Inc. Page 3

who is known to me, personally appeared before me and signed and acknowledged signing these Articles of Incorporation.

Notary Public, State of Florida

JUDITH ANN JIMOKAS

MY COMMISSION & CC273400 EXPIRES

Apil 1, 1997

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