

P95000021795

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 308-0000-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NUTRIEX, INC.  
FAX AUDIT NUMBER: H95000003057  
DATE REQUESTED: 03/16/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 7  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 16:59:41  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000003057)))  
\*\* INVALID SELECTION...PLEASE RE-ENTER \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:02:21

RECEIVED  
MARCH 17 1995  
11:11:03  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
3/17

H 9500000 3057

H 9500000 3057

**ARTICLES OF INCORPORATION**

**FOR**

**NUTRIEX, INC.**

The undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit.

**ARTICLE I**

**NAME, ADDRESS, AND AGENT**

The name of this corporation shall be:

NutriEX, Inc.

(hereinafter referred to as the "Corporation"). Its principal office shall be located at 8150 S.W. 89th Court, Miami, Florida 33173, County of Dade, State of Florida. Its Registered Agent is Peter A. Collins, Esq., whose address is 9300 S. Dadeland Boulevard, Suite 800, Miami, Florida 33156.

**ARTICLE II**

**NATURE OF BUSINESS**

Section 1. - The general nature of the business and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do themselves, including but not limited to the following:

a. - To carry on business in the United States or any foreign country or countries; to buy, sell, lease, sub-lease, hold, procure, transport and deal generally, in services of all types, including, but not limited to, nutritional supplements and to conduct any and all such business or transactions necessary to implement its service, both as principal and agent, in any part of the world.

PETER A. COLLINS  
9300 S. DADELAND BVD.  
SUITE 800  
MIAMI, FL 33156  
(305) 670.7744  
R. GAR NO. 968180

FILED  
95MAR17-14:17:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W 9500000 30 57

b. - To enter into, make, perform and carry out contracts for the sale or purchase of all types of nutritional supplements and merchandise, and enter into or negotiate any such other agreements for any lawful purpose with any person or persons, firms, associations and/or corporations in the United States or any foreign country or countries.

c. - To exchange or conduct any exchanges in the currency of foreign countries and the currency of the United States.

d. - To issue bonds, debentures and or obligations of the company from time to time, for the objectives and purposes of the company and secure the same by mortgage, pledge, deed or otherwise.

e. - To issue, purchase, hold, redeem and reissue the shares of its capital stock; to subscribe to purchase, or otherwise acquire, or to guarantee, or to become a surety in respect to the stock, bonds, or other securities and obligations of the company and other companies.

f. - To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the

attainment of any of the objectives herein enumerated or incidental to the powers herein provided, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation.

g. - No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part hereof by reference.

h. - In general, to carry on any incidental business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon the corporation of this character.

i. - To enter into, make or perform any contract of any kind, with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draws, notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments.

W 9500000 30 57

H 9500000 3057

**ARTICLE III**  
**CAPITAL STOCK**

The Capital Stock of the Corporation upon commencing business operations shall consist of:

a. - ONE HUNDRED (100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at ONE DOLLAR (\$1.00) per share as consideration.

b. - The Capital stock of this Corporation may be paid in lawful money of the United States; or otherwise in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. - All of the common stock is to have one vote per share in the control of the management of the Corporation.

d. - The holders of the authorized shares of common stock are to have preemptive rights in the purchase of subsequent issues of stock.

e. - In the event any shareholder votes his share or shares by proxy or otherwise, one share shall represent one vote.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital which the Corporation shall begin business shall be not less than ONE HUNDRED DOLLARS (\$100.00).

**ARTICLE V**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

H 9500000 3057

H 9500000 3052

**ARTICLE VI**

**BOARD OF DIRECTORS**

The Board of Directors shall consist of one director initially.

**ARTICLE VII**

**INITIAL DIRECTORS & OFFICERS**

The names and addresses of the initial Board of Directors and Officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Betsy Vasquez	8150 S.W. 89th Court Miami, Florida 33173	President/ Director
Gloria Vasquez	8150 S.W. 89th Court Miami, Florida 33173	Secretary

**ARTICLE VIII**

**SUBSCRIBERS**

The name and address of each subscriber to these Articles of Incorporation and the number of shares owned by each are as follows:

<u>NAME &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
Betsy Vasquez	8150 S.W. 89th Court Miami, Florida 33173	-100-

H 9500000 3057

H 9500000 3052

## **ARTICLE IX**

### **BY-LAWS**

The regulating of the business and the conducting of the affairs of the Corporation and the provisions creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said By-Laws may from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

## **ARTICLE X**

### **INDemnIFICATION**

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or

H 9500000 3052

hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at MIAMI, DADE COUNTY, FLORIDA, for the use and purposes aforesaid.

Betsy Vasquez  
BETSY VASQUEZ, President/Director

Gloria Vasquez  
GLORIA VASQUEZ, Secretary

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

I HEREBY CERTIFY that on this day, before me personally appeared NITSY VASQUEZ and GLORIA VASQUEZ, who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to these ARTICLES OF INCORPORATION. The subscribers provided PHILADELPHIA 20-10-12 and PHILADELPHIA 20-10-12 respectively, as identification.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, this 14 day of March, 1995.

*Shirley Gratche*  
NOTARY PUBLIC  
STATE OF FLORIDA

**NOTARY SEAL**



44 9500000 3057.

H 9500000 3052

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND MAKING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, the  
following is submitted:  
NutriEX, INC., a Florida corporation, with its principal place of  
business at 8180 S.W. 89th Court, Miami, Florida 33173, has named  
Peter A. Collins, Esq., at 9300 S. Dadeland Boulevard, Suite 800,  
Miami, Florida 33156 as its agent to accept service of process  
within the State of Florida.

**INCORPORATORS:**

Betty Vasquez  
BETTY VASQUEZ

DATE: 5-15-95

Gloria Vasquez  
GLORIA VASQUEZ

DATE: 5-15-95

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

Peter A. Collins  
PETER A. COLLINS, ESQ.  
Law Offices of Peter A. Collins  
Registered Agent

DATE: 5-15-95

FILED  
MAR 17 1995  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

H 9500000 3052

NOTARY PUBLIC