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(((H95000004236))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROPIT CORPORATION OR P.A.
NAME: JUST VIOTAMINS, INC.
FAX AUDIT NUMBER: H95000004236 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/13/1995 TIME REQUESTED: 16:12:18
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TALLAHASSEE, FLORIDA
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FBI



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1995

EMPINE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: JUST VITAMINS, INC. D/B/A SOUTH BEACH HEALTH FOOD
REF: W95000008025

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004236
Letter Number: 795A00017204

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(7)

**ARTICLES OF INCORPORATION
OF**

JUST VITAMINS, Inc.

**ARTICLE ONE
NAME**

The name of this corporation shall be: JUST VITAMINS, Inc.

**ARTICLE TWO
NATURE OF BUSINESS**

Purpose. The purpose of the corporation is to engage in any and all transactions permitted by law. The corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for its purposes.

**ARTICLE THREE
TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of filing of these Articles of Incorporation.

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars, or such greater amount as may be required by law.

**ARTICLE FIVE
NUMBER OF DIRECTORS**

This corporation shall at all times have at least one Directors. The stockholders of this corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of two Directors.

**ARTICLE SIX
CLASSES OF DIRECTORS**

The By-Laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

**ARTICLE SEVEN
AMENDMENT**

These Articles of Incorporation may be amended in any manner consistent with Chapter 607 of Florida Statutes Annotated (1985).

Prepared by:

J. Alfredo de Armas
2151 SW. Le Jeune Rd. #310
C. Gables, FL 33134
305-461-5100
FI 801-360708

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ARTICLE EIGHT CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. **DESIGNATION:** The stock of this Corporation shall be known as Common Stock, and it shall be the only class of stock authorized for this corporation.

B. **VOTING STOCKHOLDERS:** The officer having charge of the stock transfer books shall make a complete record of the stockholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Stockholder during the whole time of the meeting for the purposes thereof.

Failure to comply with the requirements of these sections shall not affect the validity of any action taken at such meeting.

C. **QUORUM:** (a) A majority of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of Stockholders, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. (b) If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Stockholders, unless the vote of a greater number or voting by classes is required by the By-Laws.

D. **AUTHORIZED:** The maximum number of shares of Common Stock that this corporation may issue is: One Hundred (100) shares.

E. **PAR VALUE:** Each share of Common Stock shall have a par value of: \$1.00.

F. **CONSIDERATION:** Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

G. **NON-ASSESSABILITY:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

H. **VOTING RIGHTS:** Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be value and enforceable in accordance with their terms.

I. **CUMULATIVE VOTING:** No holder of Common Stock shall be entitled to any right of cumulative voting.

J. **DIVIDENDS:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

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K. LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

L. SHAREHOLDER RIGHTS AND DUTIES: No Shareholder shall do any act, including the sale or transfer of such Shareholder's stock which will contravene or revoke the Corporation's election to be taxed as a Subchapter's Corporation.

Furthermore, no shareholder shall sell, transfer, nor assign their share(s) to anyone without written approval by majority vote of the Board of Directors.

M. SHAREHOLDER MEETINGS: A Shareholder's meeting shall be held annually, or as may be fixed in accordance with the By-Laws, in the registered agent's office stated herein.

A Special meeting may be called by the Board of Directors or as otherwise authorized by law. Written notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose of same shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail.

ARTICLE NINE **SHAREHOLDER VOTING**

A. SHARES ENTITLED TO VOTE: Any individual to whom shares have been issued, and who owns at least five (5) percent of said shares issued, shall be entitled to one (1) vote per share; either in person or by proxy.

B. CLOSE OF TRANSFER BOOKS: For the purpose of determining the Stockholders entitled to notice of or to vote at any meeting of Stockholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of Stockholders for any other proper purpose, the Board of Directors of a Corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case fifty days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote a meeting of Stockholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the By-Laws or in the absence of an applicable By-Law the Board of Directors, may fix in advance a date as the record date for any such determination of Stockholders, such date in any case to be not more than fifty days and, in case of a meeting of Stockholders, not less than ten (10) days prior to the date of which the particular action, requiring such determination of Stockholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of Stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Stockholders. When a determination of Stockholders entitled to vote at any meeting of Stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

ARTICLE TEN **BOARD OF DIRECTORS**

A. INITIAL DIRECTORS: The directors shall be: Many Ayoub, Jorge de Cespedes, Charles J. Sanchez, Carlos de Cespedes and William A. Bakwin.

President:	Many Ayoub
Exec. Vice President:	Jorge de Cespedes
Treasurer:	Carlos de Cespedes

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V.P. Secretary: Charles J. Canchar
V.P. William A. Bakwin
whose address is 3075 N.W. 107th Avenue, Miami, FL 33172

Any Directors, if any more, shall be added at the organizational meeting of directors.

B. **POWERS:** All corporate powers shall be exercised by or under authority of, and the business affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors need not be residents of this State or Stockholders of the corporation unless the By-Laws so require. The By-Laws may prescribe other qualifications for Directors.

C. **TERM:** The term of each director shall be one (1) year beginning with the date that the certificate of incorporation is issued.

D. **VOTING AND QUORUM:** A majority of the Board of Directors present at a meeting is required for a resolution to be adopted. Moreover, a majority of existing directors constitutes the quorum necessary for any resolution to be voted on.

E. **REMOVAL AND VACANCY OF DIRECTORS:** Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors by the Stockholders.

By consent or at a meeting of Stockholders called expressly for that purpose, Directors may be removed by vote of the Stockholder. Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

ARTICLE ELEVEN **AMENDMENTS TO ARTICLES OF INCORPORATION**

That Articles of Incorporation can be and shall only be amended by a majority of the Board of Directors and consistent with the laws of the State of Florida for Professional Association of Corporations.

ARTICLE TWELVE **INDEMNIFICATION**

A. **INDEMNITY:** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by law.

B. **EXPENSES:** The extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. **INSURANCE:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was

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serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

**ARTICLE THIRTEEN
REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent shall be Jorge Celestino Borrón at 2151 S. LeJeune Road, Suite 202, Coral Gables, Florida 33134

**ARTICLE FOURTEEN
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be 63 N.W. 1st Street, Miami, FL 33132.

**ARTICLE FIFTEEN
OFFICERS**

The officers of the corporation shall be as follows:

a) Hany Ayoub	:	President
b) Jorge deCéspedes	:	Exec. Vice President
c) Charles J. Sanchez	:	Secretary & Vice President
d) Carlos de Céspedes	:	Treasurer
e) William A. Baldwin	:	Vice-President

I HEREBY AGREE to act as Registered Agent for JUST VITAMINS, INC. with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


JORGE C. BORRÓN
Registered Agent

INCORPORATORS

The undersigned individual, competent to contract, executed these Articles of Incorporation as Registered Agent for the incorporators.

IN WITNESS WHEREOF, the undersigned incorporators do make, incorporate, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of State of Florida.



Hany Ayoub
President/Incorporator



Jorge de Céspedes
Exec. Vice President/Incorporator

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Charles J. Sanchez
Secretary/Vice President/Incorporator


Carlos de Cespedes
Treasurer/Incorporator


William A. Baldwin
Vice-President/Incorporator

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TALLAHASSEE, FLORIDA

DATED this 7 day of April, 1995.

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared, Henry Ayoub, Jorge de Cespedes, Charles J. Sanchez, Carlos de Cespedes and William A. Baldwin, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purpose therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED this 7 day of April, 1995.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

ISIS ESCOBAR
NOTARY PUBLIC
STATE OF FLORIDA
My Comm Exp 10/96
COMMI NBR 00220836

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CHANGE OF PRINCIPAL OFFICE/MAILING ADDRESS

RECEIVED
JUL 28 PM 2:44
DIVISION OF REGISTRATION


Name of corporation: JUST VITAMINS, INC.

Current Principal Office/Mailing Address:

63 N.W. 1ST Street
Miami, FL 33132

Address to Which Principal Office/Mailing Address is to be Changed to:

63 N.E. 1ST Street
Miami, FL 33132


OFFICER'S/DIRECTOR'S SIGNATURE

OFFICER'S/DIRECTOR'S NAME (PLEASE PRINT)

Charles J. Sanchez, VP, Secretary

DATE July 28, 1995



FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mathews
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000029868

1. Corporation Name

Just Vitamins, Inc.

Principal Place of Business

63 N.E. 1ST STREET
MIAMI, FL 33132

Agent Address

c/o C.J. Sanchez
3075 NW 107 Ave
Miami, FL 33172

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Suite, Apt. #, etc.	26. City & State	27. Zip	28. Country
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			

Charles J. Sanchez
3075 NW 107 Ave
Miami, FL 33172

81. Name	82. Street Address (P.O. Box Number is Not Acceptable)	83. City	84. State	85. Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1504, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* DATE: Jan 26, 1996

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1. TITLE	NAME
NAME	STREET ADDRESS	2. TITLE	NAME
CITY, ST, ZIP		3. TITLE	NAME
		4. TITLE	NAME
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		20. TITLE	NAME

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.02(3)(b), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am in office or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13, unchanged or as an attachment with an address.

SIGNATURE: *[Signature]* DATE: Jan 26, 1996 305/592-2324

CR2E034 (12/95)