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June 21, 1995

FLORIDA DEPARTMENT OF STATE
Jim Smith, Secretary of State
Corporate Division
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Vitamin Giant Inc.

Dear Sir:

300001524073
-06/27/95--01038--013
****122.50 ****122.50

Enclosed please find the following re the abovementioned corporation:

1. Original and one copy, fully executed, of the Articles of Incorporation of this new proposed corporation.
2. A check in the sum of \$122.50 covering the following:
 - A. Filing fee: \$35.00
 - B. Certified copy of "Articles": \$2.50
 - C. Registered Agent Certificate: \$5.00
3. I would like the corporate existence to commence as of the date you receive the Articles.

Kindly return a certified copy of the Articles of Incorporation to me at the earliest time.

If any problem, PLEASE CALL ME BY PHONE, collect, rather than sending the papers back to me for resubmission.

Very truly yours,


Kenneth N. ReKant, P.A.
KNR:sr

FILED
95 JUN 28 AM 10:03
TALLAHASSEE, FLORIDA

SAB
6/28/95

**ARTICLES OF INCORPORATION
OF
VITAMIN GIANT INC.**

FILED
95 JUN 26 AM 10:03
RECORDING STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I
NAME OF CORPORATION

The name of the corporation shall be VITAMIN GIANT INC.

II
CORPORATE PURPOSE

The purposes and general nature of the business to be conducted and transacted by the corporation are as follows:

A. To do and transact any and all business permitted under the laws of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of stockholders quorum or vote.

F. More specifically the corporation may engage in all aspects of the counselling, sales, service, and/or leasing of vitamins, food supplements, health foods, related equipment and all products and services customarily associated therewith.

III
AUTHORIZED STOCK

The total amount of the authorized capital stock of this corporation shall be seven hundred fifty (750) shares of common voting stock with nominal or par value of Five (\$5.00) dollars per share.

IV
RIGHT TO BUY NEW STOCK

Every shareholder upon sale of new stock of this corporation of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

V
PERPETUAL EXISTENCE

This corporation shall have perpetual existence. It shall become active as of the date these

Articles of Incorporation are received by the Secretary Of State for filing.

VI
CORPORATE ADDRESS

The initial post office address of the registered office of this corporation shall be 169 Lincoln Road, Suite 208, Miami Beach, Florida 33139. The shareholders may, from time to time, designate in writing such other post office address and place for the registered office of his corporation as they may see fit. The place of business of this corporation shall be 7418 S.W. 106th Place, Miami, Dade County, Florida 33173. The Registered Agent of this corporation is stated hereinafter.

VII
MANAGEMENT OF CORPORATION

The business of shall be managed by its shareholders rather than a board of directors. In the management of the business, the act of the shareholders representing Seventy Five (75%) percent of the outstanding shares of the corporation entitled to vote represented in person or by proxy shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of the corporation entitled to vote, represented in person or by proxy. Same shall be recognized and counted as part of the voting shares toward constituting a quorum at any meeting of shareholders for the management of the business of the corporation. The shareholders may conduct the business of the corporation without meetings by unanimous written consent pursuant to applicable Florida statutes.

VIII
SUBSCRIBERS

The name and post office address of the subscriber of these Articles, and a statement of the number of shares of stock which the subscriber has agreed to purchase, is set out below. (The number of shares also shows percentage of ownership.)

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS OF SUBSCRIBER</u>	<u>SHARES</u>
Rita Friedman	7418 S. W. 106th Place Miami, Florida 33173	100

IX
OFFICERS

The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such officers, agents and factors. They shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the shareholders.

X
AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal By-Laws is vested in the shareholders.

XI
SALE OF STOCK TO NON-SUBSCRIBERS

The shares of capital stock of this corporation may not be resold or otherwise transferred unless such shares are first offered to the remaining shareholders. The price and terms at which such offer shall encompass shall be specified by written agreement among the shareholders in a Stockholders Agreement.

XII
APPROVAL OF MERGER

The approval of the shareholders of to any plan of merger is required in every case, whether or not such approval is required by law. Said approval must be in writing and confirmed by at least 75% of the voting shares.

XIII
CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless the consent of at least 75% of the outstanding shares of this corporation agree otherwise.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has set subscriber's hand and seal on the _____ day of June, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and subscriber's hereby makes and files in the office of the Secretary of State of Florida these Articles of Incorporation and certifies that the facts herein are true.


Rita Friedman, Subscriber

(Signature) 

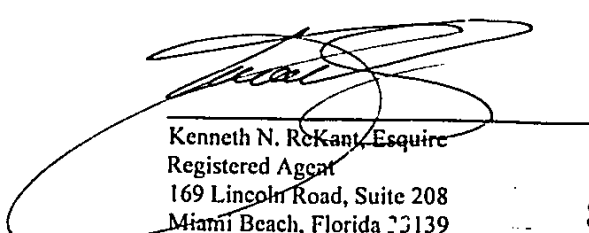
My State Of Florida Notary Commission Expires:

(Print Name) Kenneth N. ReKant

July 21, 1995

REGISTERED AGENT ACCEPTANCE

As the registered agent chosen to accept service of process for the abovementioned corporation at 169 Lincoln Road, Suite 208, Miami Beach, Dade County, Florida 33139, I hereby accept to so act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties accordingly.


Kenneth N. ReKant, Esquire
Registered Agent
169 Lincoln Road, Suite 208
Miami Beach, Florida 33139
Telephone: (305) 531-2225

FILED
JUN 25 1995
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