

P95000059019

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SUBJECT: Coastal Health & Nutrition, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for Coastal Health & Nutrition, Inc., a Florida Corporation.

A check for \$70.00 is also enclosed, which represents payment for filing the Articles and the Designation of Registered Agent fee. Please stamp the copy with the filing date and return it to me in the enclosed self-stamped envelope.

Thank you.

*James M. DeMesa*  
James M. DeMesa, M.D.  
Chairman

*Jill C. Perrone*  
Jill C. Perrone  
President & Chief Executive Officer

3011 West Bay View  
Tampa, Florida 33611  
(813) 837-8477

FILED  
JUL 28 PM 3 59  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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## ARTICLES OF INCORPORATION

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name The name of the corporation is **COASTAL HEALTH & NUTRITION, INC.**
2. Duration The period of its duration is perpetual.
3. Purpose The purpose is to engage in the selling of nutritional supplements and any other activity of business permitted under the laws of the United States and Florida.
4. Capital Stock The corporation is authorized to issue 50,000 shares, all of one class, at One (\$1.00) Dollar par value. The corporation elects to have preemptive rights assigned to the shares of stock issued by the corporation.
5. Voting requirements An affirmative vote of the majority of the voting shares represented at a shareholder meeting is required for the shareholders to act, except when voting on the dissolution of the corporation, in which an affirmative vote of two-thirds of the outstanding shares of the corporation is necessary.
6. Initial Registered Office and Agent The name and address of the initial registered office and agent of this corporation is as follows:

James M. DeMesa, M.D.  
3011 West Bay View  
Tampa, Florida 33611

7. Initial Principal Office of Corporation The initial principal office and mailing address of this corporation is as follows:

Coastal Health & Nutrition, Inc.  
3011 West Bay View  
Tampa, Florida 33611

8. Initial Board of Directors This corporation shall have two initial directors, consisting of James M. DeMesa, M.D. (Chairman) and Jill C. Perrone (Secretary and Treasurer). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

9. Incorporators The name and address of the Incorporators signing these Articles of Incorporation are:

JAMES M. DEMESA, M.D.  
3011 West Bay View  
Tampa, Florida 33611

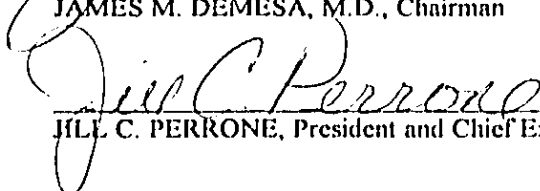
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JUN 28 PM 3:59  
TAMPA, FLORIDA  
SECRETARY OF STATE

JILL C. PERRONE  
3011 West Bay View  
Tampa, Florida 33611

10. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators and the Registered Agent have executed these Articles of Incorporation this 25<sup>th</sup> day of July, 1995.

  
JAMES M. DEMESA, M.D., Chairman

  
JILL C. PERRONE, President and Chief Executive Officer

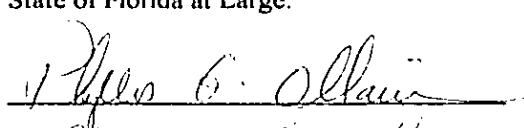
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

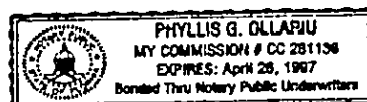
BEFORE ME, the undersigned authority, this day personally appeared, JAMES M. DEMESA, M.D. and JILL C. PERRONE, who are personally known to me or who have produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

SUBSCRIBED AND SWORN to before me this 25 day of July, 1995.

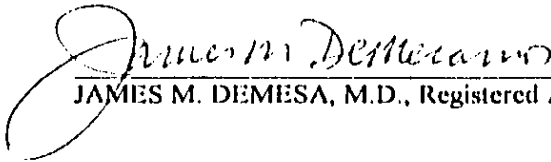
NOTARY PUBLIC  
State of Florida at Large:

My commission Expires:

  
Phyllis G. Ollariu  
Printed Name



Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
JAMES M. DEMESA, M.D., Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared,  
JAMES M. DEMESA, M.D., who is personally known to me to be the person who  
executed the foregoing Articles of Incorporation and he acknowledged to and before me  
that he executed said instrument for the purposes therein expressed.

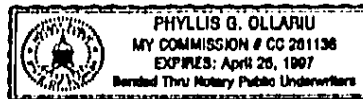
SUBSCRIBED AND SWORN to before me this 25 day of

July, 1995.

NOTARY PUBLIC  
State of Florida at Large:

Phyllis G. Ollariu  
Phyllis G. Ollariu  
Printed Name

My commission Expires:



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TALLAHASSEE, FLORIDA