

WILLIAM T. CHARNOCK, III
MARK E. HAGER

**CHARNOCK & HAGER
ATTORNEYS AT LAW**

13135-D SPRING HILL DRIVE
SPRING HILL, FLORIDA 34609

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P95000067805

August 23, 1995

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32314

100001572741
-08/29/95--01095--003
*****70.00 *****70.00

RE: Nutritest, Inc.

To Whom It May Concern:

Please find the enclosed Articles of Incorporation for the above-referenced corporation, together with this firm's check in the amount of seventy and 00/100 dollars (\$70.00) which represents the required filing fee.

Please return a copy of the filed articles to my office at your earliest possible convenience.

If you should have any questions, please do not hesitate to contact me. Thank you for your attention to and assistance in this regard.

Sincerely,



WILLIAM T. CHARNOCK, III

WTC:tjp

Enclosures

55 AUG 29 1995
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SHARON L. TALA

SEP 01 1995

**ARTICLES OF INCORPORATION
OF**

NUTRITEST, INC.

ARTICLE I. NAME

The name of the Corporation shall be: NUTRITEST, INC.

ARTICLE II. DURATION

As provided in Florida Statutes, Chapter 607, this Corporation shall exist in perpetuity.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of Common Stock at \$1.00 par value.

ARTICLE V. INITIAL ADDRESS OF THE CORPORATION

The initial address of the Corporation is: 3042 Aldoro Avenue, Spring Hill, Florida 34609.

ARTICLE VI. PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have 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.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is WILLIAM T. CHARNOCK, III, Esquire, and the name of

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25 AUG 29 1961
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

the initial registered agent of this Corporation at that address is 13135-D Spring Hill Drive, Spring Hill, Florida 34609.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

ALVIN T. WAGNER
3042 Aldoro Avenue
Spring Hill, Florida 34609

ESTHER K. WAGNER
3042 Aldoro Avenue
Spring Hill, Florida 34609

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these Articles are:

ALVIN T. WAGNER
3042 Aldoro Avenue
Spring Hill, Florida 34609

ESTHER K. WAGNER
3042 Aldoro Avenue
Spring Hill, Florida 34609

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. AMENDMENT

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.

ARTICLE XII. INDEMNIFICATIONS

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all the directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of August, 1995.

Alvin T. Wagner
ALVIN T. WAGNER

Esther K. Wagner
ESTHER K. WAGNER

STATE OF FLORIDA
COUNTY OF HERNANDO

SWORN TO and SUBSCRIBED before me this 22nd day of August, 1995, by ALVIN T. WAGNER who is personally known to me or who produced a valid driver's license and who did /did not take an oath.

Tamara Jo Potts
NOTARY PUBLIC

(SEAL)

TAMARA JO POTTS
Printed Name: COMMISSION # CC 363301
My Commission Expires: April 21, 1998
Bonded thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF HERNANDO

SWORN TO and SUBSCRIBED before me this 22nd day of August, 1995, by ESTHER K. WAGNER who is personally known to me or who produced a valid driver's license and who did /did not take an oath.

Tamara Jo Potts
NOTARY PUBLIC

(SEAL)

TAMARA JO POTTS
Printed Name: MY COMMISSION # CC 363301
My Commission Expires: April 21, 1998
Bonded thru Notary Public Underwriters

Having been named registered agent to accept service of process for the above-stated Corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.



WILLIAM T. CHARNOCK, III
Registered Agent

FILED
95 AUG 29 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA