

P95000069884

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
SEP 12 AM 9:52

SEP 12 1995

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY [Signature] \_\_\_\_\_

WALK-IN 9/12 12:00  
Will Pick Up \_\_\_\_\_

RE: Total Nutrition Incorporated 52127

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S- 800001582118		
Fictitious Name File -09/12/95--01015--005	***122.50	***122.50
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prop.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$ 122.50
DISBURSED.....	\$ 0.00
SURCHARGE.....	\$ 0.00
TAX on corporate supplies.....	\$ 0.00
SUBTOTAL.....	\$ 122.50
PREPAID.....	\$ 0.00
BALANCE DUE.....	\$ 122.50

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 SEP 12 AM 9:52

ARTICLES OF INCORPORATION  
OF  
TOTAL NUTRITION INCORPORATED

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is TOTAL NUTRITION INCORPORATED.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or as hereafter provided.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries.
2. To transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock the corporation authorized to issue seven thousand five hundred (7,500) shares of stocks at Ten Dollar (\$10.00) par value. These shall be designated "Common Shares".

ARTICLE V. REGISTERED OFFICE

The name and address of the registered agent and office are as follows:

Registered Agent: ANNE G. TELASCO

Address: 7320 Biscayne Blvd.  
Miami, Florida 33138

#### ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or authority.

#### ARTICLE VII. SUBSCRIBER

The names and addresses of the persons signing these articles of incorporation as a subscribers are:

RONALD E. HARRIS  
17731 N.W. 28th Court  
Miami, Florida 33056  
President and Treasurer

FRANK HARTLEY, Jr.  
17731 N.W. 28th Court  
Miami, Florida 33056  
Vice President and Secretary

#### ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are:

RONALD E. HARRIS  
17731 N.W. 28th Court  
Miami, Florida 33056  
President and Treasurer

FRANK HARTLEY, Jr.  
17731 N.W. 28th Court  
Miami, Florida 33056  
Vice President and Secretary

#### ARTICLE IX. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

RONALD E. HARRIS  
17731 N.W. 28th Court  
Miami, Florida 33056  
President and Treasurer

FRANK HARTLEY, Jr.  
17731 N.W. 28th Court  
Miami, Florida 33056  
Vice President and Secretary

#### ARTICLE X. BY LAWS

The internal affairs of the corporation to be regulated and managed in accordance with the by-laws of the corporation as adopted by its shareholders.

#### ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time by its shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders.

#### ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business is:

17330 N.W. 27th Avenue  
Miami, Florida 33056

#### ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIV. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, The action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

#### ARTICLE XV. 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.

#### ARTICLE XVI. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by bylaws. (FS S607.111).

#### ARTICLE XVII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of the shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XVIII. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall

be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officership or financial interest is disclosed or know to the Board or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or know to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction fair and reasonable as to the corporation at the time its is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

#### ARTICLE XIX. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XX. VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation this 5th day of September, 1995

  
RONALD E. HARRIS  
Incorporator

Frank Hartley Jr.  
FRANK HARTLEY, JR.  
Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared RONALD EUGENE HARRIS and FRANK HARTLEY, JR., who after first being duly sworn, depose and say, under oath, that they are the incorporators named in the foregoing Articles of Incorporation, that they have read the Articles of Incorporation, and they executed the same freely and voluntarily and for the uses and purpose therein described.

The foregoing instrument was acknowledge before me this

3th day of September, 1995, RONALD EUGENE HARRIS and  
FRANK HARTLEY, JR., who produced their current Florida  
Driver's Licenses as identification.

My commission expires:



OFFICIAL SEAL  
ANNE G. TELASCO  
My Commission Expires  
Nov. 22, 1996  
Comm. No. CC 242685

[Signature]  
Signature of Notary

Anne Georges Telasco  
Name of Notary, Typed,  
Printed or Stamped

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 SEP 12 AM 9:52

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.034, Florida  
statutes (1979), the following is submitted.


1. That TOTAL NUTRITION INCORPORATED, desiring to  
qualify under the laws of the State of Florida, with  
its principal place of business at Miami, Dade  
County, Florida has appointed ANNE G. TELASCO, as its  
Registered Agent to accept Service of process within  
the state of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the  
above named corporation at the place designated above,

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to  
comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.

DATE this 5th day of September,  
1995.



ANNE G. TELASCO, ESQ.  
Registered Agent