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TRANSMITTAL LETTER

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

100001584731
-09/14/95- 01031 -014
*****70.00 *****70.00

SUBJECT: Zephyrhills Health & Nutrition, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for Zephyrhills 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

Coastal Health & Nutrition, Inc.
3011 West Bay View
Tampa, Florida 33611
(813) 837-8477

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SEP 14 1995
10 31 AM '95

ARTICLES OF INCORPORATION

The undersigned, Coastal Health & Nutrition, Inc., 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 **ZEPHYRHILLS 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:

Zephyrhills Health & Nutrition, Inc.
7300 Gall Boulevard
Zephyrhills, Florida 33541

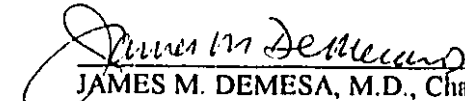
8. Initial Board of Directors. This corporation shall have no directors. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

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

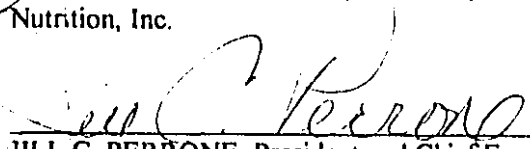
COASTAL HEALTH & NUTRITION, INC.
3011 West Bay View Avenue
Tampa, Florida 33611

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 Incorporator and the Registered Agent have executed these Articles of Incorporation this 7th day of SEPTEMBER, 1995.



JAMES M. DEMESA, M.D., Chairman, Coastal Health & Nutrition, Inc.




JILL C. PERRONE, President and Chief Executive Officer, Coastal Health & Nutrition, Inc.

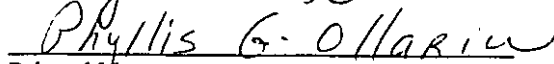
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared, JAMES M. DEMESA, M.D. and JILL C. PERRONE, who are personally known to me, 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 7th day of September, 1995.

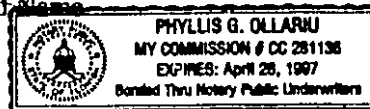
NOTARY PUBLIC
State of Florida at Large:



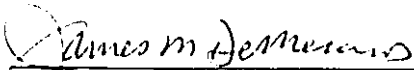


Printed Name

My commission Expires:



Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept 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 7th day of
September, 1995.

NOTARY PUBLIC
State of Florida at Large:

Phyllis G. Ollariu
Phyllis G. Ollariu
Printed Name

My commission Expires:



PHILLIS G. OLLARIU
NOTARY PUBLIC
STATE OF FLORIDA