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December 21, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Nutrition Wise, Inc.

700001358977  
-12/22/95--01069--003  
\*\*\*\*131.50 \*\*\*\*131.50

Dear Sir or Madam:

Enclosed please find for immediate filing one original and one copy of the Articles of Incorporation of Nutrition Wise, Inc. Also enclosed is a check in the amount of \$131.50, as payment of the applicable filing fee, a Certificate of Good Standing and a certified copy of the Articles of Incorporation. Please acknowledge your receipt of these Articles by date-stamping the enclosed copy of the Articles and returning them to me in the enclosed self-addressed, stamped envelope.

Thank you for your prompt processing of this filing. If you have any questions or require any additional information, do not hesitate to contact me.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON  
& WHITE, P.A.

*Elaine Johnson James*  
Elaine Johnson James

Enclosure

cc: Cheryl A. Cohen

01\4759\10071\LSRCST.BJJ\LM

FILED  
95 DEC 22 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

03 12/22/95

**ARTICLES OF INCORPORATION  
OF  
NUTRITION WISE, INC.**

**FILED**  
95 DEC 22 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is **NUTRITION WISE, INC.**

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 150 North U.S. Highway 1, Tequesta, FL 33469.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock with \$0.01 par value per share.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, FL 33402. The name of the initial registered agent of the Corporation at that address is Elaine Johnson James, Esq.

**ARTICLE VII**

**INITIAL DIRECTOR**

The name and street address of the initial director of the Corporation is as follows:

Name

Address

Cheryl A. Cohen

4153 Russell St.  
Tequesta, FL 33469

**ARTICLE VIII**

**BYLAWS**

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

**ARTICLE IX**

**INCORPORATOR**

The name and address of the incorporator is as follows:

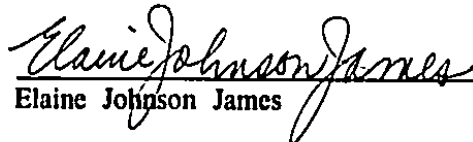
Name

Address

Elaine Johnson James

1645 Palm Beach Lakes Blvd., Suite 1200  
West Palm Beach, FL 33402

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of December, 1995.

  
Elaine Johnson James

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

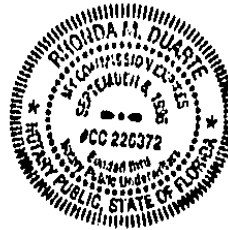
The foregoing instrument was acknowledged before me this 21st day of December, 1995, by ELAINE JOHNSON JAMES, who [ ] is personally known to me or [ ] has produced as identification.

*Rhonda M. Duarte*

Notary Public, State of Florida

*Rhonda M. Duarte*

(Print, Type or Stamp Commissioned Name of Notary Public)



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

**FILED**

95 DEC 22 AM 9:00

I, Elaine Johnson James, am familiar with and accept the obligations of the appointment as the initial registered agent of **NUTRITION WISE, INC.**, as made in the foregoing Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DATED: December 21, 1995

By: *Elaine Johnson James*  
Elaine Johnson James