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Benjamin Y. Saxon, P.A.

ATTORNEYS AND COUNSELORS AT LAW

111 SOUTH SCOTT STREET • MELBOURNE, FLORIDA 32901 • (407) 727-2545 • FAX (407) 727-2549



BENJAMIN Y. SAXON
RAYMONDA CHAKHTOURA

January 9, 1996

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Attn: Division of Corporations

Re: Herrick-Smith Group Phase II, Inc.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above-named corporation for filing. Also enclosed you will find our check in the amount of \$122.50 to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
TOTAL	\$ 122.50

Please return the certified copy and proof of filing to this office at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

LAW OFFICES OF BENJAMIN Y. SAXON, P.A.
Attorneys and Counsellors at Law


BENJAMIN Y. SAXON

BYS/css

Enclosures

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SN JAN 16 1996

**ARTICLES OF INCORPORATION
OF
HERRICK-SMITH GROUP PHASE II, INC.**

FILED
96 JAN 11 PM 1:35
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ITEM 1 - NAME OF CORPORATION

1.01 NAME.--The name of this corporation shall be HERRICK-SMITH GROUP PHASE II, INC.

ITEM 2 - GENERAL NATURE OF BUSINESS

2.01 POWERS.--The general nature of the business to be transacted by this corporation is to operate a business pursuant to the terms and conditions of a Franchise Agreement with GNC Franchising, Inc.

ITEM 3 - STOCK

3.01 NUMBER.--The maximum number and par value of shares of stock that this corporation is authorized to have outstanding at any one time is 750,000 shares of common stock having a par value of \$.01 per share.

ITEM 4 - CAPITAL

4.01 AMOUNT.--Every shareholder, 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.

ITEM 5 - CORPORATE EXISTENCE

5.01 DURATION.--This corporation shall exist perpetually unless dissolved by law.

ITEM 6 - ADDRESS OF CORPORATION

6.01 INITIAL REGISTERED OFFICE AND AGENT.--The street address of the initial registered office of this corporation is Willa Springs Shopping Center, 403 Red Bug Lake Road, Winter Springs, Florida, 32708, and the name of the initial registered agent of this corporation at that address is Ralph Smith.

ITEM 7 - NUMBER OF DIRECTORS

7.01 NUMBER.--The initial number of directors of this corporation shall be four (4).

The number of directors may be increased or diminished from time to time by resolutions adopted by the stockholders but shall never be less than two (2).

ITEM 8 - NAME AND ADDRESS OF BOARD OF DIRECTORS

8.01 DESIGNATION.--The name and post office address of the first Board of Directors of this corporation is as follows:

Ralph Smith	Willa Springs Shopping Center
Cody Smith	403 Red Bug Lake Road
John Herrick	Winter Springs, FL 32708
Pete Herrick	

ITEM 9 - INCORPORATOR

9.01 DESIGNATION.--The name and address of the person signing these Articles is:

Ralph Smith
Willa Springs Shopping Center
403 Red Bug Lake Road
Winter Springs, FL 32708

ITEM 10 - VOTING RIGHTS

10.01 VOTING.--Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ITEM 11 - SPECIAL PROVISION

11.01 POWERS OF BOARD OF DIRECTORS.--In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, amend, and alter the by-laws of this corporation.

(2) To fix the amount to be reserved as working capital over and above its capital stock paid in.

(3) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation, other than the stock book or any of them shall be open to inspection of the stockholders; and no stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

11.02 DISPOSITION OF ASSETS.--Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting

power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting powers, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and authority and assets of this corporation, including its corporate franchises or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the the best interest of the corporation.

11.03 POWERS.--This corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statutes.

11.04 CUMULATIVE VOTING.--At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

11.05 CALLING OF SPECIAL MEETINGS.--Special meetings of shareholders may be called by the Board of Directors.

11.06 APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER.--The approval of the shareholders of this corporation to any plan of

merger shall be required in every case, whether or not such approval is required by law.

11.07 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 meetings of the Board of Directors must be attended in fact in person by each director.

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

11.09 SELF-DEALING.--No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporations; and any director or directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a part or are parties to or interested in such contract, act, or transaction, in any way connected with such person or persons, firm, or corporation; and each and every person who may become a director of the

corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested. Any directors of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

11.10 MEETING.--Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

11.11 AMENDMENT.--These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of this Articles of Incorporation be made.

11.12 RESTRICTIVE PROVISION.--The Board of Directors or the stockholders of this corporation may, by the adoption of appropriate resolutions for this corporation, not in contravention of the statutes and other laws and regulations of the State of Florida and the United States of America, authorize

whatever restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

I, THE UNDERSIGNED, being the original subscriber to the capital stock heretofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of December, 1995.



RALPH SMITH

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority duly authorized to administer oaths in the State of Florida, personally appeared the following subscriber: RALPH SMITH, personally known to me or has produced FL DR LC as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforesaid this 30th day of December, 1995.

Francine Stucky
(Signature of Notary Public)

(Typed Name of Notary Public)

My Commission Expires:



FRANCINE STUCKY
MY COMMISSION # CC302411 EXPIRES
July 18, 1997
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

First--That HERRICK-SMITH GROUP PHASE II, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Willa Springs Shopping Center, 403 Red Bug Lake Road, Winter Springs, Florida, 32708, has named RALPH SMITH, located at Willa Springs Shopping Center, 403 Red Bug Lake Road, Winter Springs, FL, 32708, as its agent to accept service of process within Florida.

Signature: _____

RALPH SMITH
(Corporate Officer)

Title: Secretary

Date: December 30, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

RALPH SMITH
Registered Agent

Date: December 30, 1995

FILED
95 JAN 11 PM 1:35
TALLAHASSEE, FLORIDA