

Anthony J. Ingria  
Six Back Lake Lane  
Gainesville, FL 32607  
(813) 391-2615

April 15, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32311

P96000034762

Subject: Gold Coast Nutra-Ame, Inc.  
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$170.00 (the required filing fee). Please process this as soon as possible. Thank you.

Sincerely,

Anthony J. Ingria

Anthony J. Ingria

4/15/96

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

4/22/96  
ID

# ARTICLES OF INCORPORATION OF

Gold Coast Nutra-Aire  
(Name of Corporation)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

## ARTICLE 1: NAME

The name of the corporation shall be: Gold Coast Nutra-Aire, Inc.

## ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be (give street address and zip code): 510 Buck Lake Lane Geneva, Florida 32132

## ARTICLE 3: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is: Five Thousand (5000)

## ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is Anthony J. Ingria  
510 Buck Lake Lane Geneva, Florida 32132  
whose registered office is located at the place of business stated in Article 2 above.

## ARTICLE 5: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Anthony J. Ingria  
510 Buck Lake Lane  
Geneva, Florida 32132

The undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup>  
Day of April 1996.

Anthony J. Ingria  
Signature

Articles of Incorporation  
Filing Fee — \$35.00

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida law, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation/professional association is: Gold Coast  
Nutra-Aire Inc

2. The name and address of the registered agent and office is:

Anthony J. Ingria  
Full name

510 Buck Lake Lane  
Address (P.O. Box not acceptable)

Geneva, FL 32732  
City, State and Zip

FILED  
APR 16 1996  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 STATUTES 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.

Anthony J. Ingria  
SIGNATURE OF REGISTERED AGENT

4/14/96  
DATE

Designation of Registered Agent  
Filing Fee — \$35.00

**Bylaws**  
**of**  
Gold Coast Moly-Aire  
**A Florida Corporation**

**Article 1 (Offices)**

The principal office of the corporation shall be located at 510 Buck Lake Lane  
Geneseo, Florida 32732 (street address only). The corporation may have such other offices as the Board of Directors ("Board") may designate or as the business of the corporation may require from time to time.

**Article 2 (Shareholders)**

**2.1 Annual Meeting.** The annual meeting of the shareholder(s) shall be held each year at such place and time as the Board shall direct in a written notice, or at such place and time as all the shareholders shall consent to meet after signing a written waiver of the notice, for the purpose of electing directors or officers and transacting such other business as may come before the meeting.

**2.2 Special Meetings.** The President or the Board may call special meetings of the shareholders for any purpose at any time, with written notice to all shareholders. The President shall call a special meeting, with written notice to all shareholders, upon request of the holders of not less than one-tenth of the outstanding shares of the corporation entitled to vote at the meeting.

**2.3 Place of meeting.** All shareholders' meetings shall be held at the place designated in the written notice to shareholders or, upon waiver of notice, at such place as all shareholders shall consent to meet. If no place of meeting is designated in the written notice, the meeting pursuant to that notice shall be held at the corporation's principal place of business.

**2.4 Notices of meetings.** The President or the Board when calling any meeting of the shareholders, unless the right to notice has been waived by all shareholders, shall cause a written notice to be delivered to each shareholder entitled to vote at the meeting either personally or by mail not less than 10 nor more than 60 days before the meeting. Said notice shall state the place, date, and hour of the meeting and, in the case of a special meeting, shall state the purpose or purposes for which the meeting is being called.

**2.5 Action by shareholders without a meeting.** Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting to the extent allowed by, and in accordance with the requirements and restrictions of, Florida law.

**2.6 Quorum.** No meeting of the corporation shall commence in the absence of a quorum. Representation by 50% of the votes entitled to be cast on any matter constitutes a quorum. Proxies shall be counted in determining if a quorum is present. After a meeting begins with a quorum present, the departure of persons holding stock otherwise entitled to vote shall have no effect on the validity of the meeting, whether or not the departure results in the lack of a quorum. In the absence of a quorum at the start of a meeting, a majority of the shares represented and entitled to vote may adjourn the meeting from time to time.

2.7 Proxies. At all shareholders' meetings, voting may be by proxy in accordance with Florida statutes. Proxies shall be in writing and shall be filed with the corporation.

2.8 Voting of shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

2.9 Voting for directors. Each shareholder who is entitled to vote at an election of directors has a right to vote the number of shares owned by that shareholder for as many persons as there are directors to be elected and for whose election the shareholder has a right to vote. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

### Article 3 (Board of Directors)

3.1 General Powers. The business and affairs of the corporation shall be managed by the Board, to the full extent allowed by law. The Board shall designate a Chair to preside at all Board meetings. Any officer or director, including the President, may be designated as Chair.

3.2 Number, Tenure, and Qualifications. The Board shall consist of ONE directors. However, the number of directors may be changed from time to time to any number, by vote of the Board, but shall not be less than one director. If at any time the number of directors is less than three, the number of directors shall be equal to the number of shareholders. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting when a successor shall have been elected and qualifies, unless the director resigns or is removed. Directors need not be shareholders. Directors shall be natural persons at least 18 years of age.

3.3 Regular meetings. A regular meeting of the Board shall be held without notice immediately after and at the same place as the annual meeting of shareholders. By resolution, the Board may provide for additional regular meetings without notice other than such resolution. Neither the business to be transacted at, nor the purpose of, any regular meeting need be specified in advance or by notice.

3.4 Special meetings. Special Board meetings may be called by or at the request of the President or any two directors. If the corporation has less than three shareholders all of whom are directors, any one shareholder may call a special meeting. The person or persons authorized to call special meetings may fix any place as the place for holding a special Board meeting called by them. Notice of special board meetings shall be provided in writing to all Board members at least five days before the meeting. Notice shall be personally delivered, mailed, or sent by telegram. Mailed notices shall be deemed delivered five days after being deposited in the United States mail, properly addressed, postage prepaid. Telegrams shall be deemed delivered five days after prepaid delivery to a telegraph office. The attendance of a director at any special meeting shall constitute waiver of notice of such meeting, provided that a director may attend a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice or waiver of notice of such meeting.

**3.5 Quorum.** Fifty percent of the directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such percentage is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Unfilled positions of directors who have resigned or who have been removed from the Board shall not be counted in determining a quorum, provided that in no event shall a quorum consist of less than one-third of the total number of directors prescribed by these Bylaws. Directors shall be deemed present for purposes of a quorum if they are physically present at the meeting, if they are communicating directly with other directors by telephone or by any other electronic means, or any combination thereof.

**3.6 Manner of Acting.** The act of the majority of the directors present at a Board meeting at which a quorum is present shall be the act of the Board.

**3.7 Vacancies.** Any vacancy occurring on the Board may be filled by affirmative vote of a majority of the remaining directors, even if their number is less than a quorum. A director elected to fill a vacancy shall be elected to the unexpired term of the predecessor. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special shareholders' meeting, except that the Board may fill the vacancy at any time if the Board consists of all shareholders.

**3.8 Resignation and Removal.** A director may resign at any time by delivering written notice to the Board, its Chair, or to the corporation at its principal place of business. Shareholders may remove directors with or without cause, at a special shareholders' meeting expressly called for that purpose, by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

**3.9 Compensation.** By Board resolution, directors may be paid their expenses, if any, of attendance at Board meetings or a fixed sum to defray such expenses or a stated salary or any combination of the foregoing. No such payment shall preclude any director from serving the corporation in any other compensated capacity.

**3.10 Presumption of Assent.** A director who is present at a Board meeting when corporate action is taken is deemed to have assented to the action taken unless that director objects at the beginning of the meeting or promptly upon arrival to holding the meeting or transacting specified business of the meeting, or unless the director votes against or abstains from the action taken. A director who abstains or dissents may file with the corporation a written statement explaining such action.

**3.11 Action by Directors without a Meeting.** The Board may act to the fullest extent of its powers without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken and signed by each director. The action so taken is effective when the last director signs the consent. Any such written consent shall be inserted in the minute books.

**3.12 Committees.** If the corporation has three or more directors, the Board may appoint committees, including an executive committee. Committees may be delegated authority to act on behalf of the full Board to the extent allowed by law, or to make recommendations to the full Board. Committee members serve at the pleasure of the Board.

#### Article 4 (Officers)

4.1 Officers. The corporation shall have at a minimum a President elected by the Board. The Board in its discretion may dispense with other offices altogether. If only a President is elected, then the President shall exercise all of the authority that otherwise would be delegated to the Secretary and the Treasurer of the corporation, and may use those titles in any communications on behalf of the corporation. The Board in its discretion may create any other office it deems fit and shall elect persons to those offices, including without limitation one or more vice presidents, a secretary, and a treasurer. The same person may hold more than one office simultaneously. Officers may or may not be directors.

4.2 Election and Term of Office. The officers of the corporation shall be elected annually by the Board at its regular annual meeting, or as soon thereafter as the Board may convene. Each officer shall hold office until the next regular annual meeting of the Board and until a successor shall have been elected and qualified, except in cases of resignation or removal from office.

4.3 Vacancies. A vacancy in any office for any reason may be filled by vote of the Board for the unexpired portion of the term.

4.4 President. The President shall be the chief executive officer of the corporation and, subject to the Board's oversight, shall supervise and control all of the business and affairs of the corporation to the fullest extent allowed by law. If the corporation elects no Secretary, the President also shall act as Secretary or may designate a person to prepare minutes of the directors' and shareholders' meetings and to authenticate records of the corporation.

4.5 Vice Presidents. The Board may create the offices of one or more Vice Presidents, with such duties and obligations as the Board may prescribe. In the event more than one Vice Presidency is created, one such office shall be designated as the Executive Vice President with duties and obligations prescribed by the Board. The Executive Vice President shall become Acting President of the corporation upon the death or incapacity of the President and shall serve in that capacity until the Board elects a new President. If only one Vice President is elected, that Vice President shall be deemed the Executive Vice President.

4.6 Secretary. The Board may create the office of Secretary, with such duties and obligations as the Board may prescribe. At a minimum, the Secretary shall prepare minutes of the directors' and shareholders' meetings and shall authenticate records of the corporation.

4.7 Treasurer. The Board may create the office of Treasurer, with such duties and obligations as the Board may prescribe. At a minimum, the Treasurer shall be responsible for the financial and tax records of the corporation and shall ensure that the corporation complies with applicable tax laws and regulations.

4.8 Compensation. By Board resolution, officers may be paid their expenses, if any, of attendance at Board meetings or a fixed sum to defray such expenses or a stated salary or any combination of the foregoing. No such payment shall preclude any officer from serving the corporation in any other compensated capacity.

#### Article 5 (Corporate Business)

5.1 Contracts. The Board may authorize any officer, agent, or group of officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or specific.

5.2 Loans. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the corporate name unless authorized by resolution of the Board. Such authority may be general or specific.

5.3 Loans to Officers, Directors, Employees, and Agents. No loan shall be made by the corporation to its officers, directors, employees, or agents, unless first approved by the holders of two-thirds of the shares. No loan shall be made by the corporation secured by its shares.

5.4 Checks, Drafts, and Similar Instruments. All checks, drafts, other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as from time to time is determined by resolution of the Board.

5.5 Ownership of Shares. If the corporation at any time owns shares in any other corporation, the rights and obligations arising from such ownership shall be exercised and discharged by such person as the Board by resolution shall authorize.

#### Article 6 (Miscellaneous Matters)

6.1 Fiscal Year. The corporation's fiscal year shall be its tax year. The tax year shall be selected by the Board in accordance with federal tax law.

6.2 Seal. The Board may select a seal. Failure to adopt or use a seal shall have no effect on the validity of any otherwise valid corporate action.

6.3 Indemnification. All officers, directors, employees, or agents of the corporation shall be indemnified to the fullest extent allowed by law.

6.4 Emergency powers. If a quorum of directors cannot readily be assembled because of some catastrophic event, the President may declare the existence of an emergency if any significant corporate interests may be adversely affected during the pendency of the emergency. In such event, the President shall assemble in emergency session as many directors as are available, and the directors so assembled may transact any and all business on behalf of the corporation notwithstanding the lack of a quorum. If the President is unavailable for any reason during the emergency, the authority the President otherwise would assume under this section shall devolve onto the first of the following who is available: the Executive Vice President, any other Vice President (if any) in order of seniority, the Secretary, the Treasurer, or any other director in order of seniority. An emergency meeting of directors may adopt emergency Bylaws that shall supersede the present Bylaws to the extent of any inconsistency, but only during the pendency of the emergency. The emergency powers granted by this section cease as soon as the emergency ends.

6.5 Stock. The Board may issue shares of stock in its discretion up to the maximum number of shares authorized by the Articles of Incorporation. All stock shall be common voting stock. Shares may be issued with or without certificates, in compliance with applicable laws. The corporation shall maintain a record of ownership of shares and payment of any applicable documentary stamp tax. Transfers of shares shall be noted in such record only upon written notification from the owner of record together with surrender of the certificates, if any, or other similar act relinquishing ownership to another person; and the corporation shall be entitled to treat the owner of record as absolute owner until such notification is received, whether or not the corporation has any notice of the purported transfer.



6.6 Dividends. If the corporation is solvent and would not thereby be rendered insolvent, the Board may pay dividends to the owners of record of shares. Dividends may be in any form allowed by law.

6.7 Amendments. The Bylaws may be amended by majority vote of the Board or of the Shareholders. Any amendments by the Board may be repealed or altered in any manner by the Shareholders, in which event the repeal or alteration is binding upon the Board.

6.8 Corporate Records. All corporate records shall be kept in writing, or in a form readily reduced to writing, at the corporation's principal place of business or registered office. Corporate records shall be open for inspection only as required by law.

ADOPTED BY THE INCORPORATORS this 14<sup>th</sup> Day of April  
19 96.

Anthony J. Ingria  
Incorporator  
Anthony J. Ingria

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Incorporator

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CERTIFIED TO BE A TRUE AND CORRECT COPY of the Bylaws adopted on this  
14<sup>th</sup> Day of April, 19 96.

Anthony J. Ingria  
Secretary / Acting Secretary  
Anthony J. Ingria