

P 960000 37927 Charter Number Only

5/1/96

Requester's Name  
Address  
City State ZIP Phone

PBR

VALIDATION ONLY

FILED  
96 MAY -2 PM 12:07  
TALLAHASSEE, FLORIDA

600001804816  
-05/02/96--01041--014  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Precision Nutrition Corporation

☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait  
☐ Merger  
☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
☐ Mail Out  
☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED  
COPY

F. CHESSEY MAY 2 1996

**ARTICLES OF INCORPORATION  
OF  
PRECISION NUTRITION CORPORATION**

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

**ARTICLE I - NAME**

The name of this corporation is **PRECISION NUTRITION CORPORATION**.

FILED  
96 MAY -2 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be

2295 Corporate Boulevard, N.W., Suite 134, Boca Raton, FL 33431

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of Common Stock, for a nominal or par value of \$1.00 per share.

#### ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

LEE MAX ROTHMAN, ESQUIRE  
Law Offices of Lee Max Rothman, P.A.  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation is:

Cary Reichbach, c/o Law Offices of Lee Max Rothman, P.A., Suite 134, 2295 Corporate Boulevard, N.W., Boca Raton, FL 33431

#### ARTICLE VII - INCORPORATOR

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

LEE MAX ROTHMAN, ESQUIRE  
Law Offices of Lee Max Rothman, P.A.  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

#### ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

#### ARTICLE IX - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244

of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

#### ARTICLE X - AMENDMENT

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 the same reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 29 day of April, 1996.



---

LEE MAX ROTHMAN

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

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That **PRECISION NUTRITION CORPORATION**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, FL. as its agents to accept service of process within this State.

1. The name of the corporation.

**PRECISION NUTRITION CORPORATION**

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

LEE MAX ROTHMAN, ESQUIRE  
Law Offices of Lee Max Rothman  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

FILED  
96 MAY -2 PM 12:07  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

Having been named 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.

Dated: April 29 1996.



LEE MAX ROTHMAN  
Registered Agent

P96000037927

LEE MAX ROTHMAN

ATTORNEY AT LAW

ONE EXECUTIVE COURT  
8805 CORPORATE BOULEVARD, N.W.  
SUITE 104

BOCA RATON, FLORIDA 33401

MEMBER OF FLORIDA  
AND GEORGIA BARS

TELEPHONE (407) 441-5500  
TELEFAX (407) 441-5509

July 9, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

100001889484  
-07/10/96--01045--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00


Re: **AMENDMENT TO ARTICLES OF INCORPORATION OF  
PRECISION NUTRITION CORPORATION**

Ladies and Gentlemen:

Enclosed please find the First Amendment to the Articles of Incorporation of Precision Nutrition Corporation and a copy of same. Also enclosed is our check in the sum of \$35.00, the fee for filing an Amendment.

Please return the certified copy to the undersigned in the enclosed envelope as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,



Katherine A. Brewer, CLA  
Legal Assistant to  
Lee Max Rothman, Esquire

Enclosure  
cc: client

FILED  
96 JUL 10 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS JUL 11 5 1996

*Amend.*

FIRST ARTICLE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
**PRECISION NUTRITION CORPORATION**

FILED  
96 JUL 10 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned as Incorporator of Precision Nutrition Corporation, a Florida Corporation, incorporated on May 2, 1996, hereby adopts the following Amendment to the Articles of Incorporation.

I

The name of this corporation at time of incorporation was **PRECISION NUTRITION CORPORATION**.

II

The name of this corporation shall be changed to **PYRAMID NUTRITION CORPORATION**. Henceforth, all business and dealings of the corporation shall be conducted under the name "Pyramid Nutrition Corporation". The principal place of business and mailing address of the corporation shall remain at 2295 Corporate Boulevard, N.W., Suite 134, Boca Raton, FL 33431.

III

This Amendment was adopted by the incorporator on July 3, 1996 without shareholder approval.

IV

This Amendment is made by the incorporator pursuant to authority granted to him under Florida Statute Section 607.1006(c) of the Florida Business Corporation Act.

v

The name and address of the incorporator is:

LEE MAX ROTHMAN, ESQUIRE  
Law Offices of Lee Max Rothman, P.A.  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these First Article of Amendment to The Articles of Incorporation, this 5 day of July, 1996.

A handwritten signature in cursive script, appearing to read "Lee Max Rothman", written over a horizontal line.

LEE MAX ROTHMAN