

+ NEXT: 1. MENU  
5/09/96

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: TAB-T CORP. AGENTS, INC.  
8405 NW 53RD ST  
SUITE C-100  
MIAMI FL 33166-  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0039  
FAX: (305) 592-9591

9:29 AM

((H96000006595))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NUTRITIONAL GUIDANCE CENTER, INC.  
FAX AUDIT NUMBER: H96000006595 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/09/1996 TIME REQUESTED: 09:28:52  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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96 MAY 13 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 MAY -9 PM 12:46  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 9, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: NUTRITIONAL GUIDANCE CENTER, INC.  
REF: W96000009969

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please complete Article(s) 1 & 6..

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000006595  
Letter Number: 496A00022798

RECEIVED  
96 MAY 13 PM 1:31  
DIVISION OF CORPORATIONS

PAID 01  
H96000006595  
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MAY 13 PM 3 33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NUTRITIONAL GUIDANCE CENTER, INC.**

I, the undersigned incorporator, hereby make, subscribe and acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name and mailing address of this Corporation shall be:

NUTRITIONAL GUIDANCE CENTER, INC. 1570 West 43rd Pl., Suite 30  
S.W. Hialeah, FL 33012  
Miami, Florida 33184

**ARTICLE II - EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of one cent par value common stock, which shall be designated "Common Stock".

**ARTICLE V - PREEMPTIVE RIGHTS**

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.

**ARTICLE VI - INITIAL REGISTERED**

**OFFICE AND AGENT**

The principal street address of the initial registered office of this Corporation is 11782 SW 16th St. Miami, Florida 33175 and the name of the

PREPARED BY: William M. Bustamante, Esq.  
782 N.W. 42 Avenue, Ste. 613  
Miami, FL 33126  
Fla. Bar No. 819049  
(305) 646-7767

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initial registered agent of this Corporation is OSIRIS ROSARIO.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 1. The name(s) and address(es) of the initial director(s) of this Corporation is (are):

PRESIDENT: ALEJANDRO M. SIERRA	11702 S.W. 16th Street Miami, Florida 33175
VICE PRES: EDELMIRA SIERRA	11702 S.W. 16th Street Miami, Florida 33175
SECRETARY: EDELMIRA SIERRA	11702 S.W. 16th Street Miami, Florida 33175
TREASURER: ALEJANDRO M. SIERRA	11702 S.W. 16th Street Miami, Florida 33175

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

**ARTICLE IX - INCORPORATOR**

The name and address(es) of the person(s) signing these articles is (are):

ALEJANDRO M. SIERRA 11702 S.W. 16th Street  
Miami, Florida 33175

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these articles of incorporation this 7 day of MAY, 1996.

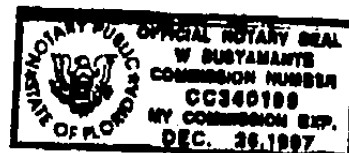
*Alejandro M. Sierra*  
ALEJANDRO M. SIERRA

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

The foregoing, articles of incorporation, were acknowledged before me on this 7 day of MAY, 1996, by ALEJANDRO M. SIERRA, as President of NUTRITIONAL GUIDANCE CENTER, INC., who is personally known to me or who has produced his FLORIDA DRIVER'S LICENSE, as identification and who did take an oath.

Print: W. Bustamante  
NOTARY PUBLIC STATE OF FLORIDA

My Commission expires:



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

In compliance with section 607.034 of the Florida Statutes, the following  
is submitted:

**NUTRITIONAL GUIDANCE CENTER, INC.**

desiring to organize or qualify under the laws of the State of Florida,  
with its principal office, as indicated in the Articles of Incorporation, in the  
City of Miami, County of Dade, State of Florida, has named ALEJANDRO M. SIERA,  
11782 S.W. 16th Street, Miami, Florida 33175, as its agent to accept service of  
process within the State of 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 to  
act in this capacity, and agree to comply with the provisions of all said Act  
relative to keeping open said office.

Dated this 8th day of MAY, 1996.

  
ALEJANDRO M. SIERA  
AS REGISTERED AGENT

**FILED**  
96 MAY 13 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA