

P96000045916

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

RECEIVED  
MAY 30 1995  
DIVISION OF CORPORATION

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NUTRI-MED INTERNATIONAL, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Pick up time 3:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAY 30 1995

RECEIVED  
MAY 30 4:11:54  
DIVISION OF CORPORATION

BSB

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**NUTRI-MED INTERNATIONAL, INC.**

95 MAY 30 PM 1:23  
STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **NUTRI-MED INTERNATIONAL, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 5830 Southwest 57 Avenue, Suite 128, Miami, Florida 33143 and the mailing address is P.O. Box 24-8889, Coral Gables, Florida 33124.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the incorporators of this Corporation are Jason H. Starkman and Andreas C. Kozma whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Andreas C. Kozma
Vice-President:	Jason H. Starkman
Secretary:	Andreas C. Kozma
Treasurer:	Jason H. Starkman

whose addresses shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Jason H. Starkman  
Andreas C. Kozma

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



#### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.



### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE 14 - EFFECTIVE DATE**

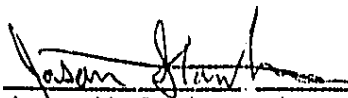
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 15 - AMENDMENT**

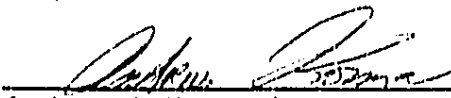
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29 May 1996.



Jason H. Starkman, Incorporator



Andreas C. Kozma, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes

AmeriLawyer® Chartered

By:

Natalia Litvin, Vice President

FILED  
60 MAY 30 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ABT2INC



**AMERILAWYER®**

343 ALMERIA AVENUE • CORAL GABLES, FL. 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL. 33114-4479

P96 000045916

AMERILAWYER<sup>®</sup>

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	T. demark
<input type="checkbox"/>	Other

N. HENDRICKS FEB 10 1997

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NUTRI-MED INTERNATIONAL, INC.**

**FILED**  
97 FEB 10 PM 3:39  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President: Andreas C. Kozma  
Vice-President: Jason H. Starkman  
Secretary: Andreas C. Kozma  
Treasurer: Jason H. Starkman

whose addresses shall be the same as the principal address of the Corporation.

**SECOND:** Article 5 shall be amended to state:

President: Andreas C. Kozma  
Vice-President: Marcello Amati  
Secretary: Andreas C. Kozma  
Treasurer: Marcello Amati

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:

Andreas C. Kozma  
Jason H. Starkman



**AMERILAWYER®**



**FOURTH:** Article 6 shall be changed to state Director(s) as:

Marcello Amati  
Andreas C. Kozma

whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 10 December 1996.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 10 December 1996.



Andreas C. Kozma, Chairman of the Board of Directors

ARTAMEND.PRES

58

