

SHELDON ENGELHARD, P.A.
COUNSELLOR AT LAW

SHELDON ENGELHARD (E.L. 74 NY)

THE PLAZA
5355 TOWN CENTER ROAD
SUITE 101
BOCA RATON, FLORIDA 33486

1501 BROADWAY
NEW YORK, NEW YORK 10036

407/750-7801
FAX 407/750-0870

P96000047053

May 24, 1996

VIA FEDERAL EXPRESS

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-05/29/96--01042--0004
***122.50 122.50

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

RE: NUTRITION WAREHOUSE, INC.

Gentlemen:

We are enclosing the original and one copy of Articles of Incorporation for this proposed corporation together with our check in the amount of \$122.50.

The enclosed check represents the Filing Fees, Fee for the Registered Agent Designation, and one Certified Copy of the Articles of Incorporation.

Your cooperation will be appreciated.

Very truly yours,



SHELDON ENGELHARD

SE:ged
Enclosures

6/4/96
JB

FILED
96 MAY 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
MAY 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NUTRITION WAREHOUSE, INC.

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

ARTICLE I

Corporate Name

The name of the corporation is: NUTRITION WAREHOUSE, INC.

ARTICLE II

Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue Five Hundred (500) shares of no par value Common Stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The principal office, if known, or the mailing address of the corporation is:

c/o Sheldon Engelhard
The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

The name and street address of the Initial Registered Agent of this Corporation is:

Sheldon Engelhard, Esq.
The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

ARTICLE VI

Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Sheldon Engelhard, Esq.
The Plaza, Suite 801
5355 Town Center Road
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of May, 1996.


SHELDON ENGELHARD

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

Certificate of Registered Agent
of
NUTRITION WAREHOUSE, INC.

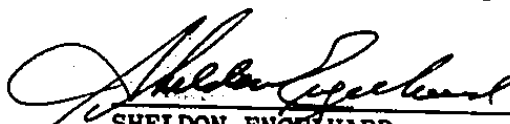
FILED
56 MAY 28 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at The Plaza, Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486, has named Sheldon Engelhard, Esq., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Law in keeping open said office.



SHELDON ENGELHARD
Registered Agent

P96000047053

SHELDON ENGELHARD, P.A.
COUNSELLOR AT LAW

SHELDON ENGELHARD (FL & NY)

THE PLAZA
3335 TOWN CENTER ROAD
SUITE 801
BOCA RATON, FLORIDA 33486

407/750-7601
FAX 407/750-0870

1301 BROADWAY
NEW YORK, NEW YORK 10036

Via Federal Express

October 1, 1996

500001968215
-10/08/96--01144--017
*****87.50 *****87.50

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Amendment of Articles of Incorporation:
Change of Name from Nutrition Warehouse, Inc.
to Nutrition Outlet, Inc.

Dear Sir/Madam:

We are enclosing Articles of Amendment to Articles of Incorporation of Nutrition Warehouse, Inc., changing its name to Nutrition Outlet, Inc.

Also enclosed is our check, made payable to Department of State, in the amount of \$87.50, representing the filing fee and a certified copy of the Amendment.

If there is any further information needed, please do not hesitate to let us know.

Very truly yours,



SHELDON ENGELHARD

SE:ged
Enclosures

cc: Scott Ross

FILED
96 OCT -7 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 10/14

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NUTRITION WAREHOUSE, INC.

(present name)

FILED
96 OCT -7 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I amended to read as follows:

Corporate Name

The name of the corporation is: NUTRITION OUTLET, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NONE

THIRD: The date of each amendment's adoption: October 1, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of October, 19 96

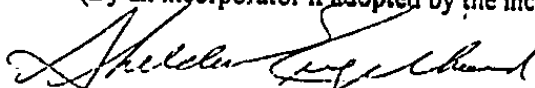
Signature _____
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



Sheldon Engelhard

Typed or printed name

Incorporator

Title