

P96000047672

PROFESSIONAL ADMINISTRATIVE SERVICES, INC.
8318 San Juan Avenue, Suite 20
Jacksonville, Florida 32210

City/State/Zip Phone #

FILED
96 MAY 31 PM 12:49
SECRET
FALLS CHURCH, VA
-05/31/96 140897-002
*****70.00 *****70.00

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

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(Corporation Name) (Document #)
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- Walk in Pick up time _____ Certified Copy
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NEW FILINGS	
<input 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

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6-5-96

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
AMERICAN NUTRITION OF JACKSONVILLE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is American Nutrition of Jacksonville, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata 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 - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE VII - GREATER VOTING REQUIREMENT FOR SHAREHOLDERS
WITH RESPECT OF SOME MATTERS

The affirmative vote of a majority of the shares of this Corporation entitled to vote shall be required for the authorization of a merger, consolidation, sale of substantial assets, and amendments.

ARTICLE VIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of shareholders of this Corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the board of directors.

This Corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased from time to time by the bylaws; however, there shall never be less than one director nor more than ten. The name and address of the initial Board of Directors of the Corporation is:

William L. Watson
2103 S. Second Street
Jacksonville Beach, Florida 32250

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator signing these Articles is William L. Watson, 2103 S. Second Street, Jacksonville Beach, Florida 32250.

ARTICLE XII - INDEMNIFICATION

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

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SOUTH FLORIDA

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address and the mailing address of the initial registered office of this Corporation is 2103 S. Second St., Jacksonville Beach, FL 32250 and the name of the initial Registered Agent of this Corporation at that address is William L. Watson. Having been named as Registered Agent and to accept service of process for the above stated Corporation, I hereby accept the appointment as Registered Agent and agree to act in that capacity. The address of the Registered Agent and the address of the Corporation are the same.

x William L. Watson
William L. Watson

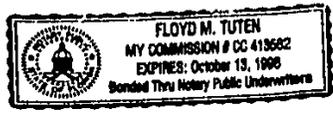
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of May, 1996.

x William L. Watson
William L. Watson

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared William L. Watson unto me and known by me to be the person who executed foregoing Articles of Incorporation and who accepted the appointment as Registered Agent, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 17th day of May, 1996 at Jacksonville, Duval County, Florida:



Floyd M. Tuten
Notary Public
State of Florida At Large
My Commission Expires 10/15/98