

P96000062041

PAUL E. CARTER, JR.

Tax Consultant
(813) 442-3557

1100 Cleveland St
Clearwater, FL 34615

FILED
96 JUL 22 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 9, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: NUTRITIONAL INFORMATION CENTER a.k.a. NIC, Inc.

Greetings:

900001893768
-07/16/96--01015--012
*****78.75 *****78.75

Enclosed please find the original Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check in the amount of \$ 78.75 , representing payment of the following:

W96-14968

\$ 78.75 Filing Fee and Certificate

Please file the enclosed Articles of Incorporation.

Thank you for your courtesies in this matter.

Sincerely,

Roger A. Carter

Encl. (as stated)

7-2496



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1996

ROGER W. WERDER
PAUL E. CARTER, JR.
100 CLEVELAND STREET, SUITE 904
CLEARWATER, FL 34615

SUBJECT: NUTRITIONAL INFORMATION CENTER, INC.
Ref. Number: W96000014968

We have received your document for NUTRITIONAL INFORMATION CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

The corporate name must be identical throughout the document.

You must list at least one incorporator with a complete business street address.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 796A00034747

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SECRET
TALLAHASSEE, FLORIDA
1100 Cleveland St., Suite 1100
Clearwater, FL 34615

July 9, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: NUTRITIONAL INFORMATION CENTER, Inc.

Greetings:

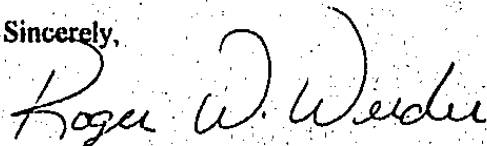
Enclosed please find the original Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check in the amount of \$ 78.75 , representing payment of the following:

\$ 78.75 Filing Fee and Certificate

Please file the enclosed Articles of Incorporation.

Thank you for your courtesies in this matter.

Sincerely,



Encl. (as stated)

**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this Corporation is Nutritional Information Center, Inc., and its mailing address is 615 Woodlawn St., Clearwater, FL, 34616.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of One(\$1.00).

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V.
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be: Roger W. Werder at 615 Woodlawn St. Clearwater, FL 34616. The board of directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have eight director (s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name(s) and street address(es) of the initial director(s) of this Corporation is (are), Roger W. Werder, at 615 Woodlawn St., Clearwater, FL 34616, Teresa Werder, at 615 Woodlawn St., Clearwater, FL 34616, Curt Vogt, at 17602 Sterling Terrace, Redington Beach, FL 33708, Carmil Bowles, at 17602 Sterling Terrace, Redington Beach, FL 33708, Stuart P. Austwick, 1931 Mining Town Road, Mountain City, TN 37683, Amanda Austwick, at 1931 Mining Town Road, Mountain City, TN 37683, Fawn Chang, at 108 Saint Andrews Drive, Pittsburg, PA 15205, Dana L. Carlson, at 3723 Phillippe Drive, Safety Harbor, FL 34695. The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is (are) elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is Roger W. Werder at 615 Woodlawn St. Clearwater, FL 34616.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI. INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of July, 1996.

Roger W. Werder

Roger W. Werder
Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE /
REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: Nutritional Information Center, Inc.
2. The name and address of the registered agent and office is:

Roger W. Werder

(NAME)

615 Woodlawn Street

(P.O. BOX NOT ACCEPTABLE)

Clearwater, FL 34616

(CITY/STATE/ZIP)

Having been named as registered agent and 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.

Roger W. Werder
(signature)

7/22/96
(date)

