

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE: () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Car-Am, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> _____ File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN 913 1200 AB 9/14
 Will Pick Up



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

SEP 13 1996

September 13, 1996

200000019327

CAPITAL CONNECTION, INC.
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: CAN-AM, INC.
Ref. Number: W96000019327

Corrected

We have received your document for CAN-AM, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 496A00042645

ARTICLES OF INCORPORATION
OF

13

CAN-AM.COM, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Can-Am.Com, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in the operation of retail nutrition, health, and/or fitness stores ("General Nutrition Centers") which sell, among other things, vitamins, health foods, natural cosmetics, diet products, physical fitness products, and health management products and services.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Howard Roux
4280 Tamiami Trail East
Suite 303
Naples, Florida 34112

The initial street address of the principal office of the corporation in the State of Florida will be: 13105 Vanderbilt Drive, #203, Naples, Florida 34110.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation are:

John Tingle
13105 Vanderbilt Drive, #203
Naples, Florida 34110

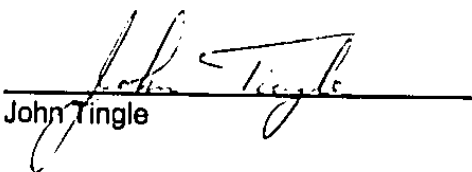
Mary Tingle
13105 Vanderbilt Drive, #203
Naples, Florida 34110

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

John Tingle
13105 Vanderbilt Drive, #203
Naples, Florida 34110

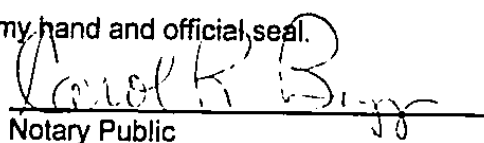
IN WITNESS WHEREOF, I have subscribed my name this 12th day of September, 1996.


John Tingle

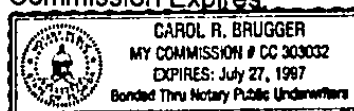
STATE OF FLORIDA
COUNTY OF COLLIER

On this 12th day of September, 1996, before me, a Notary Public, the undersigned officer, personally appeared John Tingle, to me known to be the person whose name is subscribed to the within instrument and he acknowledged that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.


Notary Public

My Commission Expires:



APPOINTMENT OF RESIDENT AGENT

**STATE OF FLORIDA
DEPARTMENT OF STATE**

13

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

Can-Am.Com, Inc. a corporation under the laws of the State of Florida, with its principal office at 13105 Vanderbilt Drive, #203, Naples, Florida 34110, has named Howard Roux as its resident agent to accept service of process within this State.

OFFICERS

PRESIDENT	John Tingle
VICE-PRESIDENT	Mary Tingle
SECRETARY	Mary Tingle
TREASURER	John Tingle

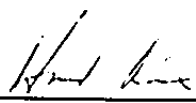
DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
John Tingle	13105 Vanderbilt Drive, #203 Naples, Florida 34110
Mary Tingle	13105 Vanderbilt Drive, #203 Naples, Florida 34110

DATED: September 12, 1996

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



Howard Roux