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MCFARLAND, GOULD, LYONS & SULLIVAN, P.A.
ATTORNEYS AT LAW

Serving The Tampa Bay Area For Over 35 Years

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311 S. MISSOURI AVENUE
CLEARWATER, FLORIDA 34616
TELEPHONE (813) 461-1111
FAX (813) 461-6430

September 25, 1996

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

500001960325
-10/01/96--01019--017
*****70.00 *****70.00

Re: NUTRITION 3000, INC.

Dear Sir:

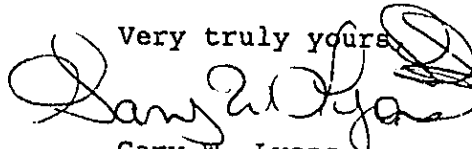
Enclosed please find the original and one copy of the Articles of Incorporation of NUTRITION 3000, INC. together with the Certificate Designating Registered Agent and Street Address for Service of Process within Florida. Also enclosed is my firm's check in the amount of \$70.00 to cover the following fees and tax:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent

Please return the enclosed copy of the Articles of Incorporation to me in the envelope provided.

Thank you very much for your cooperation in this matter.

Very truly yours,



Gary W. Lyons
Attorney at Law

GWL:rdk

Enclosures

OCT 3 1996

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FILED

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

NUTRITION 3000, INC.

FILED
96 SEP 30 AM 11:26
STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name and address of the corporation is NUTRITION 3000, INC., 519 Cleveland Street, #115, Clearwater, FL 34615.

ARTICLE II. NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things necessary to conduct a retail and wholesale marketing company. In addition, this corporation may do all these things as well as all of the following as fully and to the same extent as a natural person might or could do.

1. To take, buy, purchase, sell, exchange, hire, lease or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage, manufacture and develop same.

2. To purchase or otherwise acquire real or personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular, land, leaseholds, shares of stock, mortgages, bonds and other securities.

3. To erect, construct, maintain, improve, rebuild, alter,

manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels, real or other property of the company, real and personal.

5. To issue debentures, bonds or other evidences of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness whether secured by mortgage, pledge or otherwise.

6. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital, stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

7. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

8. To purchase, hold, sell and issue the shares of its own

capital stock.

9. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.

10. To do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

11. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in any way limited or restricted by reference to or interference from the terms of any other objects, powers, or clauses of this Article, or any other Articles, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 5,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. DURATION OF EXISTENCE & EFFECTIVE DATE

This corporation is to have perpetual existence and shall become effective at 12:01 A.M., on the date its Charter is granted.

ARTICLE V - PRE-EMPTIVE STOCK RIGHTS

Every shareholder, upon the sale for cash of any new stock for authorized but unissued stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his prorated 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. ADDRESS

The street address of the initial registered office of the Corporation in the State of Florida shall be:

311 S. Missouri Avenue
Clearwater, FL 34616

and the name of its initial Registered Agent at such address is:

GARY W. LYONS, Esquire

The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and Territories and colonies of the United States and in foreign countries, as the Directors may designate.

ARTICLE VII. DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by a majority of the Directors at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution, or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be

elected by the Shareholders of the Corporation. The name and street address of the sole member of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until his successors are elected and have qualified is as follows:

José Olalde
Calle Baruta, Edificio Techa
Piso 5, Sabana Grande
Caracas, Venezuela

ARTICLE VIII. OFFICERS

The officers of the Corporation shall be a President, a Vice President, Secretary and Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers or committees which may be deemed expedient to the Board. The Officers who are to hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

José Olalde President, Secretary/Treasurer

ARTICLE IX. SUBSCRIBER

The name and street address of the sole incorporator of this Corporation is as follows:

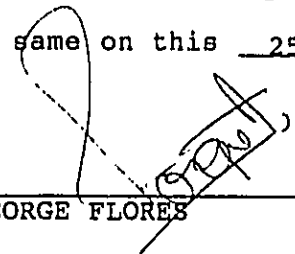
George Flores
519 Cleveland Street, Suite 115
Clearwater, FL 34615

ARTICLE X. SEAL

The seal of the Corporation shall be a circular impression with the name **NUTRITION 3000, INC.** around the border and "Florida

Seal, 1996" in the center.

IN WITNESS WHEREOF, I, the undersigned, as the sole incorporator of the above-named Corporation, do hereby subscribe and acknowledge the execution of the same on this 25th day of September, 1996.



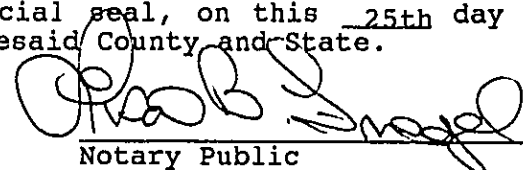
GEORGE FLORES

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared GEORGE FLORES, to me well known, or who produced known as identification, and known to me to be the person described in and who executed the foregoing Articles of Incorporation for NUTRITION 3000, INC., and who has acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, on this 25th day of September, 1996, in the aforesaid County and State.

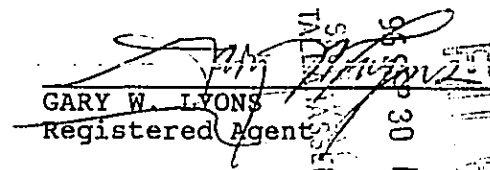




Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



GARY W. LYONS
Registered Agent

FILED
SEP 30 AM 11:26
STATE
TALLAHASSEE, FLORIDA

NUTRITION 3000

Nutrition 3000, Inc.
200 North Garden Avenue, Suite 200, Clearwater, FL 34615
Voice: 813-441-8850, Fax: 813-441-8835

Clearwater, July 16, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

P96000081783

Attn.: Address Change

Dear Sirs:

This is to notify you that our Mailing Address has changed from:

NUTRITION 3000, INC.
519 Cleveland Street # 115
Clearwater, FL 34615-4009

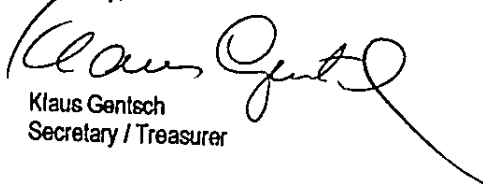
to:

NUTRITION 3000, INC.
200 N. Garden Ave., Suite 200
Clearwater, FL 33755

The document number of this corporation is P96000081783.

Please, incorporate this change in your data base for this corporation.

Sincerely,


Klaus Gentsch
Secretary / Treasurer

KS 7/24