

Law Offices
LEWIS R. SHAFER, P.A.

Attorneys at Law

Glades Twin Plaza
2300 Glades Road
West Tower - Suite 400
Boca Raton, Florida 33431

407-362-0808
Telecopier
407-362-0801

LEWIS R. SHAFER*
KAREN M. POLLOCK

October 31, 1996

VIA FEDERAL EXPRESS

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

800001994458--7
-11/01/96--01099--010
***122.50 ***122.50

Re: Articles of Incorporation

Dear Sir/Madam:

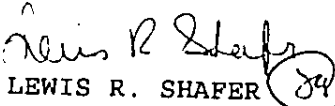
Enclosed please find an original and a copy of the Articles of Incorporation of NUTRITION ALTERNATIVES, INC.

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents the filing fee for said Amendment, and the certified copy.

Upon the filing of the original, please return to this office the certified copy, in the enclosed, self-addressed, stamped envelope.

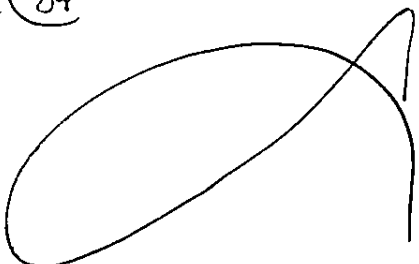
Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,


LEWIS R. SHAFER

Dictated by MR. SHAFER
BUT SIGNED IN HIS ABSENCE
TO AVOID DELAY IN MAILING

LRS/jlg
Enclosures

 11/5

FILED
96 NOV -1 PM 4:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
NUTRITION ALTERNATIVES, INC.

FILED
96 NOV - 1 PM 4:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is NUTRITION ALTERNATIVES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - PRINCIPLE PLACE OF BUSINESS

The principal place of business of this Corporation is:

21218 St. Andrews Boulevard
Boca Raton, Florida 33433

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of the original registered agent of this Corporation is:

LEWIS R. SHAFER, P.A.
2300 Glades Road
Suite 400, West Tower
Boca Raton, FL 33431

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

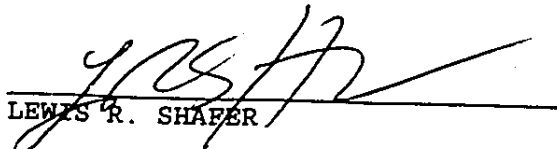
ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these Articles is LEWIS R. SHAFER, 2300 Glades Road, Suite 400 West, Boca Raton, Florida 33431.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 30 day of October, 1996.


LEWIS R. SHAFER

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above-named Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 30 day of November, 1996.

By: _____

LEWIS R. SHAFER
For Registered Agent,
Lewis R. Shafer, P.A.

STATE OF FLORIDA)

ss.:

COUNTY OF PALM BEACH)

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared LEWIS R. SHAFER, personally known to me and known by me to be the person who, as Incorporator, and who executed the foregoing Articles of Incorporation of NUTRITIONAL ALTERNATIVES, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 31 day of ~~November~~ October, 1996.

Karen Pollock
NOTARY PUBLIC

Karen Pollock
Print Name of Notary Public

My Commission Expires: _____

Personally known ✓ or
Identification Produced _____



KAREN M. POLLOCK
My Commission 0000007
Expires Feb. 28, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV - 1 PM 4:44

FILED