

FRANK P. NISI, JR. & ASSOCIATES, P.A.
ATTORNEYS AT LAW

205 E. CENTRAL BLVD., SUITE 304 • ORLANDO, FLORIDA 32801 • TEL. (407) 422-5068 • FAX (407) 422-9166

P960000093564

November 8, 1996

700002003567--4
-11/13/96--01171--013
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee FL 32314

RE: Novin Nutritionals, Inc.

Dear Representative:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporation. I am forwarding a check in the amount of \$122.50 which covers the \$35.00 filing fee, \$52.50 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return to the undersigned. Feel free to call if you have any questions.

Sincerely,

Frank P. Nisi

Frank P. Nisi, Jr.

FPN:ms

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 12 PM 12:15

11/15/96

**ARTICLES OF INCORPORATION
OF
NOVIA NUTRITIONALS, INC.**

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
55 NOV 12 PM 15

ARTICLE I. NAME

The name of this corporation shall be **Novia Nutritionals, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) One Dollar (\$1.00) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and

open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name(s) and address(es) of the individual(s) who shall serve as the Director(s) is/are:

Thomas Ciola, 731 Kirkman Road, Orlando, Florida, 32811-2011
Marcia Ciola, 731 Kirkman Road, Orlando, Florida, 32811-2011

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

205 E. Central Boulevard, Suite 304, Orlando, Florida, 32801.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Frank P. Nisi, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 12 PM 12:15

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Frank P. Nisi, Jr., 205 E. Central Boulevard, Suite 304, Orlando, Florida, 32801

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Frank P. Nisi, Jr. - Incorporator


I hereby accept my designation as registered agent and agree to serve as the registered agent of **Novia Nutritionals, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **Novia Nutritionals, Inc.**

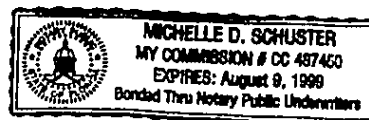


Frank P. Nisi, Jr. - Registered Agent

State Of Florida)
County Of Orange)

On 6/7 , 1996, **Frank P. Nisi, Jr.**, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is (☒) personally known to me, or () produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of **Novia Nutritionals, Inc.**


Notary Public



(SEAL)

P96000093564

Thomas Ciola
Requestor's Name

731 Kirkman Road
Address

Orlando, FL 32811
City/State/Zip Phone #

Office Use Only

FILED
97 AUG 28 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

500002287705--9
-09/08/97--01164--009
*****35.00 *****35.00

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| 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 |

RECEIVED
97 AUG 28 AM 9:44
DIVISION OF CORPORATIONS

SEP 8 1997

Vold's

Examiner's Initials

ARTICLES OF DISSOLUTION

FILED

97 AUG 28 PM 12:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: NOVIA NUTRITIONALS, INC.

SECOND: The date dissolution was authorized: 8-11-97

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 19 day of AUGUST, 19 97

Signature Thomas Ciola
(By the Chairman or Vice Chairman of the Board, President, or other officer)

THOMAS CIOLO
(Typed or printed name)

8-19-97
(Title)