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ATTORNEY AT LAW

Mitchell A. Sherman

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October 9, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Via Courier/UPS

300002033853--6  
-12/19/96--01057--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Nutrition and Health Education Network, Inc.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$ 70.00 in payment of the following fees:

- ☒ \$35.00 Filing Fee
- ☒ \$35.00 Designation of Registered Agent
- ☐ \$52.50 Certified Copy (optional)

Should you have any questions, please contact the undersigned.

Very truly yours,

*M. A. Sherman*

Mitchell A. Sherman

FILED  
96 DEC 19 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PA 12/23/96*

MAS/al  
Enclosures

FILED

96 DEC 19 PM 3: 27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Nutrition and Health Education Network, Inc.

The undersigned incorporator for the purpose of creating a corporation under the Florida Business Corporation Act, laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

Nutrition and Health Education Network, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of .001 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### **ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address and mailing address of the initial principal place of business of this corporation is 931 North State Road 434, Suite 1201-281, Altamonte Springs, Florida 32714. The initial street address of the Corporation's registered office is 157 Harrogate Court, Longwood, Florida 32779. The initial registered agent for the Corporation at that address is Deke De Loach.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this

corporation is: Donna P. De Loach 157 Harrogate Court  
Longwood, FL 32779

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

Deke De Loach 157 Harrogate Court  
Longwood, FL 32779

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

#### **ARTICLE XI - CONFLICT**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation

are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### **ARTICLE XII - LIABILITY**

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent what so ever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

#### **ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation on the 10th day of December, 1996.

By: Deke De Loach  
Deke De Loach, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County  
set forth above, personally appeared Deke De Loach, known to be and known by me to be the  
person who executed the foregoing Articles of Incorporation, and he acknowledged before me that  
he executed those Articles of Incorporation.

Pamela S. Carns  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



PAMELA S CARNS  
My Commission CC422690  
Expires Nov. 22, 1998  
Bonded by ANB  
800-652-6878

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
DEC 19 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Nutrition and Health Education Network, Inc. desiring to organize under the laws of the State of FLORIDA with its initial registered office, as indicated in the Articles of Incorporation, at City of **Altamonte Springs**, County of **Seminole**, State of Florida, has named **Deke De Loach**, located at 157 Harrogate Court, Longwood, Florida 32779, as its agent to accept service of process with the state.

Deke De Loach  
Deke De Loach, Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Deke De Loach  
Deke De Loach, Registered Agent