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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VITAMIN CITY, INC.

AUDIT NUMBER.....H97000001349

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Handwritten signature and date: 1/24/97

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**ARTICLES OF INCORPORATION
OF
VITAMIN CITY, INC.**

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

VITAMIN CITY, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of the filing of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

Theodore J. Rachel, Esquire
Rachel & Associates, P.A.
1905 West Busch Blvd.
Tampa, FL 33612
(813) 933-9632
FL BAR No.: 836893

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

4025 West Waters Avenue, Tampa, Florida 33614

The name of the initial registered agent of this Corporation at that address is:

ROBERT JOHN ROZMESKI

ARTICLE VII

This Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

FERNANDO JESUS GAMES
ROBERT JOHN ROZMESKI

ARTICLE IX - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

FERNANDO JESUS GAMES, 4025 West Waters Avenue, Tampa, Florida
ROBERT JOHN ROZMESKI, 4025 West Waters Avenue, Tampa, Florida

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by laws shall be vested in the Board of Directors and the Shareholders.

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ARTICLES XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

FERNANDO JESUS GAMES - 50 SHARES
ROBERT JOHN ROZMESKI - 50 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BY-LAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the by-laws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 23rd day of January, 1997.


FERNANDO JESUS GAMES

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**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **FERNANDO JESUS GAMES**, who was duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 23rd day of January, 1997.



ARDEN L. MARGAREJO
MY COMMISSION EXPIRES
NOVEMBER 12, 1997
BORN [illegible] [illegible], FL.

Arden L. Margarejo
NOTARY PUBLIC
STATE OF FLORIDA
My Commission Expires:

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **ROBERT JOHN ROZMESKI**, who was duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 23rd day of January, 1997.



ARDEN L. MARGAREJO
MY COMMISSION EXPIRES
NOVEMBER 12, 1997
BORN [illegible] [illegible], FL.

Robert John Rozmeski
ROBERT JOHN ROZMESKI

THIS INSTRUMENT PREPARED BY:
Rachel & Associates, P.A.
1905 West Busch Boulevard
Tampa, Florida 33612

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.

VITAMIN CITY, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 4025 West Waters Avenue, Tampa, Florida 33614, has named:

ROBERT JOHN ROZNEBSKI

at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


ROBERT JOHN ROZNEBSKI

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TALLAHASSEE, FLORIDA

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