(((H97000001349 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-40G1

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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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 of the date of the filing of these Articles.

ARTICLES 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 per value common stock, which should be designated "Common Shares."

ARTICLE Y - CAPITAL

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

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

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ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

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

4025 West Waters Avenue, Temps, Florida 33614

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

ROBERT JOEN ROSNESKI

ARTICIA VII

This Corporation shall have I 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.

ARTICLES VIII

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

PERHANDO JESUS GAMES ROBERT JOHN ROSHESKI

ARTICLES II - INCORPORATORS

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

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

ARTICLE X - BY LAME

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

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:

PERMANDO JESUS CAMES - 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-LANS

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 ZIII - AMENDHEHT

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 LIV - 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 WITHESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this Abed day of Tabuary, 1997.

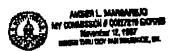
FERNANDO JESUS CAMES

STATE OF PLOSIDA

COURTY OF RILLEGONOUGH

BEFORE ME, the undersigned authority, personally appeared FERNANDO JESUS GAMES, who was duly sworn, deposes and mays 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.

WITHESS my hand and official seal in the above named County and State this 13rd day of Tanuaru, 1997.



MOTARY FUBLIC STATE OF FLORIDA My Commission Expires:

ROBERT JOHN ROZMESKI

STATE OF FLORIDA

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

WITHESS my hand and official seal in the above named County and State this and day of Daniella, 1997

MARKET L. MANICINESO
MY COMMISSION & COMMISSION
SOMMISSION S., 1187
SOMISSION S., 1187
SOMISSION S., 1187
SOMISSION S., 1187
SOMISSION S., 1187
SO

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

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

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

VITAMIN CITY, INC.

desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation at 4025 West Waters Avenue, Tampa, Florida 33514, has named:

ROBERT JOHN ROBMESKI

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

ACKNOWLEDGHENT:

Baving 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 ROSHESKI

97 JAN 23 PM 5:37
SECRETARY OF STATE
FALLAHASSEE, FLORIDA