

P97000015457
JOHN W. RODGERS
ATTORNEY AT LAW
304 EAST COLONIAL DRIVE
ORLANDO, FLORIDA 32801

TELEPHONE
(407) 423-3401

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February 17, 1997

*Return to
BIL F&S*

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

RE : NutraCycle, Inc.
ACCOUNT : 10404

Gentlemen:

800002090978--6
-02/18/97--01106--032
****122.50 ****122.50

Enclosed please find the following documents:

1. Original and one copy of Articles of Incorporation and Certificate designating registered agent to be filed with the Secretary of State.

2. My trust check made payable to the Secretary of State in the amount of \$122.50.

3. My trust check made payable to Attorneys' Title Insurance Fund, Inc. for your services.

The name, NutraCycle, Inc., has been reserved under the number R96000006034. A copy of the confirmation is enclosed.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


JOHN W. RODGERS

JWR:ar

Enclosures

D. BROWN FEB 18 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1996

ROBERT R. MCELHANEY
NUTRACYCLE
P.O. DRAWER 2386
WINDEMERE, FL 34768-2386

The name NUTRACYCLE, INC. has been reserved for 120 days beginning December 23, 1996. The reservation number is R96000006034 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 996A00056907

RECEIVED
DIVISION OF CORPORATIONS

97FEB 19 PM 1:27

Articles of Incorporation
of

NutraCycle, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 18 PM 2:34

The undersigned incorporator to the Articles of Incorporation is a natural person competent to contract and does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is NutraCycle, Inc.

ARTICLE II

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This corporation shall have any and all powers that may be provided, authorized or permitted by law, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be located at 4402 Willow Shade Court, Orlando, Florida 32835. The mailing

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ORLANDO, FLORIDA
32801

address of this corporation shall be 4402 Willow Shade Court, Orlando, Florida 32835. The registered agent of this corporation at this address shall be Karen Price.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by at least five (5) director. The initial names and addresses of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karen M. Price	4402 Willow Shade Court Orlando, Florida 32835
Robert R. McElhaney	4402 Willow Shade Court Orlando, Florida 32835
Larry E. Davis	9925 Boxwood Court Cincinnati, Ohio 45211
Frank A. Sypniewski, Jr.	3 Sugar Creek Court Ormond Beach, Florida 32174
Charles A. Koukoulis	310 Hilltop Drive Bridgeport, West Virginia 26330

ARTICLE VII

INCORPORATOR

The names and addresses of the incorporators to this Certificate of Incorporation are as follows:

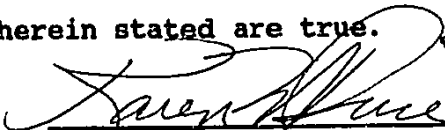

<u>NAME</u>	<u>ADDRESS</u>
Karen M. Price	4402 Willow Shade Court Orlando, Florida 32835
Robert R. McElhaney	4402 Willow Shade Court Orlando, Florida 32835

VIII

These Articles of Incorporation may be amended as provided in the "Florida Business Corporation Act".

IN WITNESS WHEREOF, we have executed these Articles of


Incorporation this _____ day of February, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida and in pursuance of the corporation law of the State of Florida do make and file in the Office of the Department of State, of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

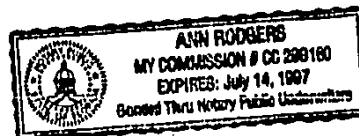

KAREN M. PRICE

ROBERT R. MCELHANEY

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Karen M. Price and Robert R. McElhaney, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

SWORN to and SUBSCRIBED before me this 17 day of February, 1997.


Notary Public, State of Florida
My commission expires:
My commission number :



JOHN W. RODGERS
ATTORNEY AT LAW
304 E. COLONIAL DRIVE
ORLANDO, FLORIDA
32801

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That NutraCycle, Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Orlando, County of
Orange, State of Florida
has named Karen M. Price
located at 4402 Willow Shade Court
(Street address and number of building,
Post Office Box address not acceptable)
City of Orlando, County of Orange,
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By Karen M. Price
KAREN M. PRICE
(Registered Agent)

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