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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.

ACCT#: 072100000245

CONTACT: FRANK A RODRIGUEZ

PHONE: (561)694-8107

FAX #: (561)694-1639

NAME: NUTRITION SUPERSTORES INC.

AUDIT NUMBER.....H97000008893

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

CERT. OF STATUS..1

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Nutrition Superstores Inc.

Article II. Address

The mailing address of the Corporation is:
Nutrition Superstores Inc.
1700 S.E. Ranch Road
Jupiter FL 33478

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Tony Musso

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 894-8107

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Article V. Capital Stock

The Corporation shall have the authority to issue 100,000,000 shares of common stock, par value \$.001 per share. The Corporation shall have the authority to issue 10,000,000 shares of preferred stock, par value \$.001 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 29, 1997.

The undersigned incorporator executed these Articles of Incorporation on May 30, 1997.


CORPORATE CREATIONS INTERNATIONAL INC.
Frank A. Rodriguez President

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Nutrition Superstores Inc.

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES, INC.
Frank A. Rodriguez, President

Date: May 30, 1997

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