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PALM BEACH OFFICE

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Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
Account Number : 072100000245
Phone : (561)775-9980
Fax Number : (561)694-1639

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

NUTRITION SUPERSTORES INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

04

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Corporate Filing

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Amended
& Restated
w/ Name Change

3-10-99

DC

Format
OKay
Per. S.P. & K. Berger

17:12:51
CORPORATE CREATIONS
ENTERPRISES, INC.

March 10, 1999

NUTRITION SUPERSTORES INC.
3600 INVESTMENT LANE
SUITE 102
WEST PALM BEACH, FL 33404US

SUBJECT: NUTRITION SUPERSTORES INC.
REF: P97000047926

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The present name of the corporation is NUTRITION SUPERSTORES INC. This name should appear in the heading of the document after AMENDED AND RESTATED ARTICLES OF INCORPORATION.

The new name NUTRITION SUPERSTORES.COM, INC. should appear under Articles I. Name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000005564
Letter Number: 099A000I1243

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective February 10, 1999 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current name listed below differs from the old name, the current name will become effective upon the filing of this document.

Current Name: Nutrition Superstores.com, Inc.

Old Name: Nutrition Superstores Inc.

Article II. Address

The mailing address of the Corporation is:
Nutrition Superstores.com, Inc.
3600 Investment Lane, Suite 102
West Palm Beach FL 33404

Article III. Board of Directors

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

Tony Musso

Clive Smith

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 #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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TALLAHASSEE, FLORIDA

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Article IV. 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 V. 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 VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Nutrition Superstores.com, Inc.

By: 

Name: Tony Musso

Title: President

Date: 11 February 1999

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

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

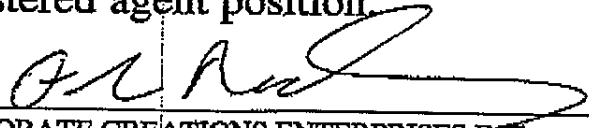
CORPORATION:

Nutrition Superstores.com, 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 and CEO

Date: February 10, 1999

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