

**P97000047926**

Florida Department of State

Division of Corporations

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**BASIC AMENDMENT**

**NUTRITION SUPERSTORES.COM, INC.**

Certificate of Status	0
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AMEND  
REC-5-20  
9:55 AM

Thursday, May 20, 1999

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
NUTRITION SUPERSTORES.COM, INC.**

**FILED**  
99 MAY 20 AM 11:41  
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Nutrition Superstores.com, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P97000047926, does hereby certify:

FIRST: That pursuant to unanimous written consent of the Board of Directors and majority consent of the shareholders of the Corporation dated March 1, 1999, the Board of Directors and shareholders approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**"ARTICLE V  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100,000,000 shares of common stock, par value \$.001 per share and 10,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**Series A Convertible Preferred Stock**

The Board of Directors of the Corporation desires, pursuant to its authority as aforesaid, to determine and fix the rights, preferences, privileges and restrictions relating to a class of said Preferred Stock to be designated as follows:

James M. Schneider, Esq., Florida Bar No. 214338  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Blvd., Suite 1900  
Fort Lauderdale, Florida 33301  
(954) 763-1200

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1. Designation and Amount. The shares of such series shall be designated as the Series A Convertible Preferred Stock (the "Series A Convertible Preferred Stock") and shall have a stated value of \$.15 (the "Stated Value") per share, and the number of shares constituting such series shall be 1,000,000.

2. Dividends. Commencing June 1, 2000, the holders of the Series A Convertible Preferred Stock of the Corporation shall be entitled to receive a 8.75% annual non-cumulative dividend, in cash or, at the option of the Company, in shares of the Corporation's Common Stock (if the Corporation's Common Stock is then publicly traded) based upon the average closing price of the Corporation's Common Stock for the five trading days preceding the dividend declaration date. Inasmuch as dividends payable with respect to the Series A Convertible Preferred Stock are non-cumulative, the Corporation is not obligated to declare such a dividend in either cash or common stock of the Corporation, and if the dividend is not declared by the Board of Directors, such dividend will not cumulate or accrue and need not be satisfied upon liquidation of the Corporation or at any other time. No dividends may be paid on any common stock, unless and until all accrued and unpaid dividends or redemption payments have been made to the holders of Series A Convertible Preferred Stock.

3. Term. The term or date of maturity of the Series A Convertible Preferred Stock is May 31, 2004, at which time the stated value of the Series A Convertible Preferred Stock, which is equal to \$15.00 per Series A Convertible Preferred share, will be due and payable by the Corporation.

4. Preference.

(a) In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, except as set forth in subparagraph (b) below, the holders of the Series A Convertible Preferred Stock shall be entitled, before any assets of the Corporation shall be distributed among or paid over to the holders of the Common Stock, to be paid \$.15 per share plus the amount of any dividend previously declared with respect to the Series A Convertible Preferred Stock and remaining unpaid. After payment to the holders of the Series A Convertible Preferred Stock as set forth in the previous sentence and as provided in subparagraph (b) below, any additional amount available for distribution to the shareholders of the Corporation shall, subject to subparagraph (b) below, be shared by the holders of the Series A Convertible Preferred Stock and the Common Stock on a share-for-share basis (with each share of Series A Convertible Preferred Stock being deemed to be equal to the number of shares of Common Stock (including fractions of a share) into which such Series A Convertible Preferred Stock is convertible immediately prior to the close of business on the business day fixed for such distribution.

(b) If, upon such liquidation, dissolution or winding up, the assets of the Corporation distributable as aforesaid among the holders of the Series A Convertible

Preferred Stock shall be insufficient to permit the payment to such holders of at least the amounts provided in subparagraph (a) above, plus the amount of any unpaid dividend, as aforesaid, the entire assets shall be distributed pro rata among the holders of the Series A Convertible Preferred Stock based upon their respective liquidation preferences as set forth in subparagraph (a) above. The amounts distributable to the holders of Series A Convertible Preferred Stock under subparagraph (a) above shall be adjusted appropriately for subdivisions (by stock splits, stock dividends or otherwise), combinations (by reverse stock splits or otherwise) or other recapitalizations of the Series A Convertible Preferred Stock.

(c) Written notices of such liquidation, dissolution or winding up, stating a payment date and the place where said payments shall be made, shall be given not less than twenty (20) days prior to the payment date stated therein.

(d) The sale or transfer by the Corporation of all or substantially all of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this paragraph 4 unless the holders of a majority of the shares of Series A Convertible Preferred Stock shall, prior to the effective date of such sale or transfer, consent in writing or by vote at a meeting to such transaction.

5. Voting Rights. Except as otherwise provided by law the holders of Series A Convertible Preferred Stock shall have no voting rights and their consent shall not be required (except to the extent required by law) for taking any corporate action.

6. Conversion.

(a) Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder, (the "Conversion") at the conversion price of 1/3 of the initial public offering price of the Corporation's Common Stock (rounded to the nearest whole share of Common Stock); provided however, that in the event that the Corporation does not complete an underwritten public offering of its Common Stock or securities convertible or exercisable into Common Stock, the Series A Convertible Preferred Stock will be convertible at \$5.00 per share, but only at the completion of the term of the Series A Convertible Preferred Stock at May 31, 2004.

(b) All shares of Common Stock acquired by conversion of Series A Convertible Preferred Stock ("Conversion Shares"), upon issuance, will be duly authorized, validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issue thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Series A Convertible Preferred Stock which is being converted;

(c) So long as any shares of Series A Convertible Preferred Stock are outstanding, the Corporation will use its best efforts to have at all times authorized, and reserved (free from pre-emptive rights) for the purpose of issue or transfer upon exercise of the rights evidenced by the Series A Convertible Preferred Stock, a sufficient number of shares of its Common Stock to provide therefor;

(d) No fractional shares of Common Stock shall be issued upon conversion of the Series A Convertible Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the then effective current market price of such fractional shares as determined in good faith by the Board of Directors of the Corporation.

7. Consolidation, Merger, Exchange, etc. In case the Corporation shall enter into any consolidation, merger, combination, statutory share exchange or other transaction in which the Common Shares are exchanged for or changed into other stock or securities, money and/or any other property, then in any such case the Series A Convertible Preferred Stock shall at the same time be similarly exchanged or changed into preferred shares of the surviving entity providing the holders of such preferred shares with (to the extent possible) the same relative rights and preferences as the Series A Convertible Preferred Stock.

8. Stock Dividends; Stock Splits, Etc. If, prior to the date on which all shares of Series A Convertible Preferred Stock are converted, the Corporation shall (i) pay a dividend in shares of Common Stock, (ii) subdivide its outstanding Common Stock, or (iii) combine its outstanding Common Stock into a smaller number of shares of Common Shares, the Conversion Price in effect on the opening of business on the record date for determining shareholders entitled to participate in such transaction shall thereupon be adjusted, or, if necessary, the right to convert shall be amended, such that the number of shares of Common Stock receivable upon conversion of the shares of Series A Convertible Preferred Stock immediately prior thereto shall be adjusted so that the holders of the Series A Convertible Preferred Stock shall be entitled to receive, upon the conversion of such shares of Series A Convertible Preferred Stock, the kind and number of shares of Common Stock or other securities of the Corporation which it would have owned or would have been entitled to receive after the happening of any of the events described above had the Series A Convertible Preferred Stock been converted immediately prior to the happening of such event or any record date with respect thereto. Any adjustment made pursuant to this Paragraph 7 shall become effective immediately after the effective date of such event and such adjustment shall be retroactive to the record date, if any, for such event."

SECOND: The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Unanimous Written Consent of the Board of Directors of the Corporation and by a majority of the shareholders of the Common Stock of the Corporation dated March 1, 1999, acting by Written Consent pursuant to Sections

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607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of March 1, 1999.

NUTRITION SUPERSTORES.COM, INC.

By: *Tony Musso - President*  
Tony Musso, President