

Division of Corporations

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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

BASIC AMENDMENT

NUTRITION SUPERSTORES.COM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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ARTICLES OF AMENDMENT

Article I. Name

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

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Paragraph 2, Article V is deleted in its entirety and replaced with the following:

2. Dividends. Commencing June 1, 2000, the holders of the Series A Convertible Preferred Stock of the Corporation shall be entitled to receive an 8.75% annual non-cumulative dividend, in cash or, at the option of the Corporation, in shares of the Corporation's Common Stock based upon: (a) if the Corporation's Common Stock is then publicly traded, the average closing price of the Corporations' Common Stock for the five trading days preceding the dividend declaration date or (b) if the Corporation's Common Stock is not then publicly traded, the last sale of Common Stock by the Corporation to a non-affiliate of the Corporation. Inasmuch as dividends payable, with the respect of Series A Convertible Preferred Stock are non-cumulative, the Corporation is not obligated to declare such a 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.

Paragraph 6(a), Article V is deleted in its entirety and replaced with the following:

6. Conversion.

- (a) Each share of Series A Convertible Preferred Stock shall be Convertible, at the option of the holder, (the

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"Conversation") 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 of securities convertible or exercisable into Common Stock, the Series A Convertible Preferred Stock will be convertible at \$5.00 per share, but only at completion of the term of Series A Convertible Preferred Stock at May 31, 2004; and provided further that in the event of a distribution or "spin-off" of the securities of any wholly owned subsidiary of the Corporation to its shareholders, the holders of Series A Convertible Preferred Stock will receive Series A Convertible Preferred Stock in such subsidiary (the "Subsidiary Preferred Stock") that will be convertible into Common Stock of such subsidiary ("Subsidiary Common Stock") at the conversion price of 1/3 of the initial public offering price of the Subsidiary Common Stock (rounded to the nearest whole share of Subsidiary Common Stock); provided however, that in the event that the subsidiary does not complete an underwritten public offering of Subsidiary Common Stock or securities convertible or exercisable into Subsidiary Common Stock prior to May 31, 2004, the Subsidiary Preferred Stock will be convertible into Subsidiary Common Stock at \$5.00 per share.

Article III. Date Amendment Adopted

The amendment set forth in these Articles Amendment was adopted on September 17, 2000.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Director and approved by the shareholders by a vote sufficient for approval of the amendment.

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The undersigned executed this document on the date shown below.

Nutrition Superstore.com, Inc.

By: 

Name: Jeff Gill

Title: President

Date: 01/21/2001

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