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May 30, 1997

VIA AIRBONE EXPRESS # 5536638321

Division of Corporations  
FLORIDA DEPARTMENT OF STATE  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: DISCOUNT NUTRITION, INC.

Gentlemen:

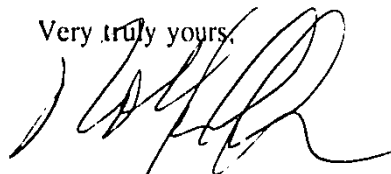
With reference to the above-captioned corporation, I am enclosing herewith the following:

1. Original and one copy of the Articles of Incorporation.
2. My check payable to the Secretary of State in the sum of \$122.50 representing the \$35.00 filing fee, \$52.50 for a certified copy, and \$35.00 for Registered Agent Certificate.

I would appreciate your approval of the Articles, filing of same and return of a certified copy of the Articles to this office.

Thank you for your attention to this matter.

Very truly yours,



ROLFE D. DUGGAR

RDD/scg  
Enclosures

FILED  
SECRETARY OF STATE  
JUL 1 1997  
TALLAHASSEE, FLORIDA

9/6/97

FILED  
SECRETARY OF STATE  
ON  
JULY 1 1964

**ARTICLES OF INCORPORATION  
OF  
DISCOUNT NUTRITION, INC.**

We, the undersigned subscribers to these Articles of Incorporation, each being a natural person competent to contract, do hereby associate ourselves together to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:      **DISCOUNT NUTRITION, INC.**

**ARTICLE II**

The general nature of the business or businesses to be transacted by this corporation is the following, to-wit:

To buy, sell, deal, and engage in the retail and wholesale business of vitamins and other health supplies of all kinds, description and nature and engage in any other manner in the vitamin and health food industry and to acquire and undertake the whole or any part of the business, property, and liability of any person or company in the vitamin and health food business or any other business or businesses which may be usefully carried on therewith; to purchase, or otherwise acquire and to own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporations, and to sell and convey, mortgage, pledge, assign, lease or otherwise transfer or dispose of such property or any part thereof, and to lend money either upon or without security; and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance of the carrying out of the powers, purposes or business herein mentioned; and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class and description; and to engage in any business allowed under the laws of the State of Florida; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner these general powers.

Generally to make and perform contracts of any kind and description for the purposes

delegated or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00); and all stock shall be fully paid and non-assessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation.

Any stockholder, upon the sale for cash, labor, services or property, of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds shall have the right to purchase a prorata share thereof.

### ARTICLE IV

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

### ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

### ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 1515 Main Street, Dunedin, FL 34698. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### ARTICLE VII

The street address of the initial registered office of this corporation is: 1335 McMullen Booth Rd., Clearwater, FL 33759, and the name of the initial registered agent of this corporation at that address is: JOHN F. CROTTY.

### ARTICLE VIII

The corporation shall have One (1) Director initially. The number of Directors may be

#### ARTICLE IX

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

JOHN F. CROTTY                      1335 McMullen Booth Rd.  
Clearwater, FL 33759

#### ARTICLE X

The name and post office addresses of the subscribers to this Certificate of Incorporation are:

JOHN F. CROTTY                      1335 McMullen Booth Rd.  
Clearwater, FL 33759

#### ARTICLE XI

No contract or other transaction between the company and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of the company is, or are interested in, or is a Director or Officer or are Directors or Officers of such corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract, act or transaction of the company with any person or persons, firm or corporation, and each and every person who may become a Director of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

#### ARTICLE XII

These Articles of Incorporation shall be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital

State of Florida, and in pursuance of the Corporation Laws of the State of Florida do hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts stated therein are true.

  
JOHN F. CROTTY, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared JOHN F. CROTTY who is personally known to me or who produced A DRIVER'S LICENSE as identification, who is the same person described in and who executed the foregoing Articles of Incorporation as a subscriber, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named, on this 30th day of May 1997.



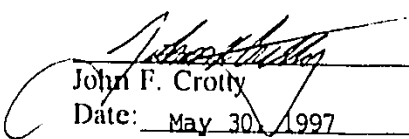
JEAN C. WOODARD  
My Commission CC356684  
Expires Mar. 16, 1998  
Bonded by HAI  
800-422-1555

  
NOTARY PUBLIC

Print name: JEAN C. WOODARD  
Commission #: CC 356684  
My Commission expires: 3/16/98

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in Article VII of the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
John F. Crotty

Date: May 30, 1997