

LAW OFFICES
MARY ANNE PHILIPS, P.A.
600 N.E. 3RD AVENUE
FORT LAUDERDALE, FLORIDA 33304-2018

(954) 523-0030
FAX # (954) 706-4350

P97000053673

May 27, 1997

State of Florida
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: HEALTHY BY CHOICE, INC.

Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation along with a check in the amount of \$70.00, which is being filed on behalf of my client, Glenda Kuehn.

Please return directly to my attention the pertinent documentation with regard to the filing of these Articles of Incorporation. I have enclosed a self-addressed, stamped envelope for your convenience in doing so.

Thank you for your time and attention in this regard, and I remain,

Very truly yours,

Mary Anne Philips

MARY ANNE PHILIPS

MAP/cm
Enc.

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-05/30/97--01083--009
*****70.00 *****70.00

JUN 2

BSB

W97-12841

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

97 JUN 18 AM 9:27

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 2, 1997

MARY ANNE PHILIPS, P.A.
600 N.E. 3RD AVENUE
FORT LAUDERDALE, FL 33304-2618

SUBJECT: HEALTHY BY CHOICE, INC.
Ref. Number: W97000012841

We have received your document for HEALTHY BY CHOICE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 597A00029699

LAW OFFICES
MARY ANNE PHILIPS, P.A.
600 N.E. 3RD AVENUE
FORT LAUDERDALE, FLORIDA 33304-2618

(954) 523-0036
FAX # (954) 763-4856

June 16, 1997

State of Florida
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATT: Brenda Baker
Corporate Specialist
(Your Letter #597A00029699)

Re: HEALTHY BY CHOICE, INC.-amended name NUTRITIONAL STRATEGY,
INC.
Ref No.: W97000012841

Dear Ms. Baker:

Pursuant to your letter of June 2, 1997, a copy of which is enclosed, enclosed please find two sets of the original documents for NUTRITIONAL STRATEGY, INC., the newly chosen name which we previously filed under HEALTHY BY CHOICE, INC., which was an unavailable name. Please file this corporation immediately on behalf of our clients.

Please return directly to my attention the pertinent documentation with regard to the filing of the Articles of Incorporation. I have previously enclosed a self-addressed, stamped envelope for your convenience in doing so. As indicated in your letter, you have already received our check for \$70.00.

Thank you for your time and attention in this regard, and I remain,

Very truly yours,


MARY ANNE PHILIPS

MAP/cm
Enc.

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ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

OF

NUTRITIONAL STRATEGY, INC.

We, the undersigned, natural persons competent to contract, hereby associate ourselves together in order to form a corporation for purposes hereinafter stated, under and pursuant to the provisions of an act of the legislature of the State of Florida, approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

ARTICLE I

The name of the Corporation is:

NUTRITIONAL STRATEGY, INC.

ARTICLE II

Nature of Business

The general nature of business to be transacted by the corporation is as follows: NUTRITION and to manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise merchandise, other personal and real property of every class and description whatsoever.

To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.

To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guarantee or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at anytime owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.

To acquire hold, own, dispose of any generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation which this corporation may have an interest as a stockholder or otherwise.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property rights, privileges or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebttness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or

common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject; however, to the provisions of Article Three or thereof.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporation.

To have one or more offices conduct its business and promote the objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation and any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of

such business if similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment hereof.

The following paragraphs shall be construed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

Capital Stock

The amount of the total authorized capital stock of the corporation shall be one hundred (100) shares and Five Dollar (\$5.00) par value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Directors.

ARTICLE IV

Capital Stock

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars and no/100 \$500.00) .

ARTICLE V

Terms of Existence

The corporation shall have perpetual existence.

ARTICLE VI

Location

The Street, Address, City, County and State in which the principal office of the corporation is to be located is:

328 N. OCEAN BLVD. #508 POMPAÑO BEACH, FLORIDA 33062.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

Board of Directors

The Board of Directors shall consist of not less than one (1) nor more than three (3) directors. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

Initial Directors

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the Act of Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected, and shall have qualified are the following:

Name
GLENDA KUEHN

Address
328 N. OCEAN BLVD. #508
POMPANO BEACH, FLORIDA 33062

ARTICLE IX

The names and post office address of each subscriber of this Certificate of Incorporation and the number of shares of stock each subscriber agrees to take are as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> | <u>Cash Value Paid</u> |
|--------------|--|---------------|----------------------------|
| GLENDA KUEHN | 328 N. OCEAN BLVD. #508 POMPANO BEACH, FLORIDA 33062 | 100 | \$500 |

ARTICLE X

Registered Agent

The initial registered agent of this corporation shall be:

GLENDA KUEHN, (Registered Agent) I hereby am familiar with and accept the duties and responsibilities of the registered agent of said corporation.


GLENDA KUEHN, PRESIDENT

ARTICLE XI

Effect Date

The Articles of Incorporation shall be effective upon filing with the Secretary of State, State of Florida.

ARTICLE XII

Shareholder's Agreement

The nature of the restrictions and agreements as to distribution of profits and capital, and the trading of stock and other covenants governing the business and conduct of the corporation are more fully described in that certain Stockholder's Agreement on file with the Secretary of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21 day of May, 1997.



GLENDA RUEHN, PRESIDENT

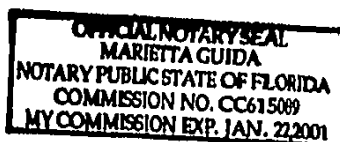
STATE OF FLORIDA
COUNTY OF BROWARD

BE IT ACKNOWLEDGED that on this day personally appeared before me, the undersigned Notary Public, in and for the State of Florida at large, GLENDA KUEHN, subscribers to the foregoing Certificate of Incorporation, known to me, personally, to be such upon their respective oaths and simultaneously they acknowledged the said Certificate of Incorporation to be the act and deed of signers and the facts therein stated to be truly set forth.

WITNESS, my hand and official seal at said County and State,
this 21 day of MAY, 1997.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

That, NUTRITIONAL STRATEGY, INC. desiring to organize
or qualify under the laws of the State of Florida, with it's
registered office located at 328 N. Ocean Blvd. #508 Pompano
Beach, Florida 33062 has named GLENDA KUEHN, (Registered
Resident Agent), located at 328 N. Ocean Blvd. #508 Pompano
Beach, Florida 33062.