

P97000067030



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 484233 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 4, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 484233-005

CUSTOMER NO: 81040A

CUSTOMER: Fletcher Fleming, Esq
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

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****122.50 ****122.50

DOMESTIC FILING

NAME: HEALTHTRIM INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 AUG -4 AM 11:11
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1997

GARY CALHOUN
P.O. BOX 30351
PENSACOLA, FL 32503

The name HEALTHTRIM INTERNATIONAL, INC. has been reserved for 120 days beginning April 2, 1997. The reservation number is R97000001569 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 897A00016588

I assign the right to the above corporate name to Leisa B. Calhoun.



Gary Calhoun

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32598-1831

THURSTON A. SHELL
FLETCHER FLEMING
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DANNY L. KEPNER
BOARD CERTIFIED CIVIL TRIAL LAWYER
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STEPHEN B. SHELL
MAUREEN DUIGAN
BOARD CERTIFIED CRIMINAL TRIAL LAWYER
ALSO LICENSED IN NEW YORK
JAN SHACKELFORD
PAUL W. GROOM II
JOHN B. TRAWICK
BRADEN K. BALL, JR.

August 1, 1997

POST OFFICE BOX 1831
226 PALAFOX PLACE
NINTH FLOOR SEVILLE TOWER
AREA CODE 850
TELEPHONE 434-2411
FAX # 435-1074

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

We enclose the original and one copy of Articles of Incorporation of **HEALTHTRIM INTERNATIONAL, INC.** Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$122.50 in payment of the required filing fees is enclosed herewith.

The name Healthtrim International, Inc. was reserved to Gary Calhoun who has assigned his rights to his wife, Leisa Calhoun, at the end of the name reservation attached hereto.

Thank you for your assistance.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE

By

Fletcher Fleming

FF/pfh
Enclosures

**ARTICLES OF INCORPORATION
OF**

HEALTHTRIM INTERNATIONAL, INC

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **HEALTHTRIM INTERNATIONAL, INC.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of buying and selling, at wholesale or retail, health products of every kind or nature, and for the purpose of transacting any or all other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the corporation is P. O. Box 30351, Pensacola, Florida 32503. The street address of the initial principal office of this corporation and its registered office is 4400 Bayou Boulevard, Pensacola, Florida 32503, and the name of the initial registered agent of this corporation at that address is Leisa B. Calhoun, whose signature hereto constitutes her agreement to serve as registered agent and to accept service of process for

the above stated corporation at the place designated in this certificate, and also constitutes her agreement to comply with the provisions of all statutes relative to the proper and complete performance of her duties, and her certification that she is familiar with, and accepts, the obligations of his position as registered agent.

ARTICLE VI - INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Gary Calhoun
4587 Baywoods Drive
Pensacola, Florida 32504

Leisa B. Calhoun
4587 Baywoods Drive
Pensacola, Florida 32504

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles is:

Leisa B. Calhoun
4587 Baywoods Drive
Pensacola, Florida 32504

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees,

legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell her shares of stock, she shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which she desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.


ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

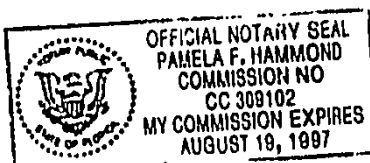
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 1st day of August, 1997.

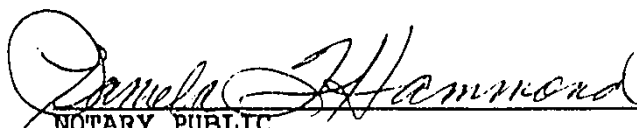

LEISA B. CALHOUN, Subscriber
and Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Leisa B. Calhoun, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of August, 1997.




NOTARY PUBLIC

My commission expires: 8-19-97

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TALLAHASSEE, FLORIDA