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1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 1:09

William Colletton GAVE
AUTHORIZATION BY PHONE TO
CORRECT NAME / R.A. ACCEPT.
DATE 10-13-97
DOC. EXAM. R. Pienter



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1997

ANNA C. GIUNTA
1750 JAMAICA WAY #131
PUNTA GORDA, FL 33950

SUBJECT: BETTER HEALTH CO.
Ref. Number: W97000022737

We have received your document for BETTER HEALTH CO. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 897A00048902

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 1:09

ARTICLES OF INCORPORATION

OF

ABC HEALTH, INC.

The undersigned President of ABC HEALTH, INC. (the "Corporation"), does hereby acknowledge and state that these Amended and Restated Articles of Incorporation were duly adopted by the sole member of the Board of Directors of the Corporation by written action dated 29 Sept 1997 and restates and amends entirely, the Articles of Incorporation of the Corporation, in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act. The number of votes cast by the shareholder was sufficient for approval.

ARTICLE I

Name and Duration

The name of the Corporation is ABC HEALTH, INC. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1750 Jamaica Way #131, Punta Gorda Florida 33950

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1750 Jamaica Way #131 in the City of Punta Gorda, County of Port Charlotte. The name of the registered agent at such address is Anna C. Giunta

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$.01 par value per share.

ARTICLE VI

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the next annual meeting of the shareholders, or until her successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Anna C Giunta	1750 Jamaica Way, #131 Punta Gorda Florida 33950

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Indemnification

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

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DIVISION OF CORPORATIONS

97 OCT 13 PM 1:09

ARTICLE X

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

IN TESTIMONY WHEREOF, the undersigned has set her hand and seal this 29th day of September 1997

The undersigned hereby accepts designation as registered agent for ABC Health, Inc.

By: Anna Giunta
Anna C. Giunta President

STATE OF FLORIDA)
COUNTY OF PORT CHARLOTTE) SS.

The foregoing instrument was acknowledged before me this 29th day of September, 1997, by Anna C. Giunta, as President of a Florida corporation. She is personally known to me or produced as identification.

Patricia A. O'Neill
(Notary Signature)

(NOTARY SEAL)

Patricia A. O'Neill
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

My commission expires 6-18-99