

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****131.25 ****131.25

SUBJECT: NUTRITIONAL AND ORTHOTIC HEALTH SOLUTIONS
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MICHAEL G TANNER
Name (Printed or typed)

11600 THURSTON WAY
Address

ORLANDO FL 32837
City, State & Zip

407 438 2947
Daytime Telephone number

FILED
97 OCT 15 PM 10:12
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

10/17/97

ARTICLES OF INCORPORATION
OF
NUTRITIONAL AND ORTHOTIC HEALTH SOLUTIONS, INC.

FILED
97 OCT 16 AM 10:12
SECRET
TALLAHASSEE, FLORIDA

Article I

Name

The name of the Corporation is Nutritional and Orthotic Health Solutions, Inc.

Article II

Principal Place of Business, Mailing Address, and Duration

The Principal place of business and mailing address of the Corporation is 11600 Thurston Way, Orlando, Florida, 32837. The duration of the Corporation is perpetual.

Article III

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 share of Common Stock ("Common Stock"), \$1.00 par value per share.
2. The designation, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - (a) The holders of the Common Stock are entitled to receive, to extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
 - (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors, the holders of Common Stock shall be entitled to receive all the remaining assets of the Corporation of whatever kind available for distribution to the shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, to any other corporation, trust or other entity and

receive payment therefor in cash, stock or obligations of some other corporation, trust or other entity, or any other combination thereof, and may sell all or thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or redemption of shares of stock of the Corporation of any class, shall not be deemed to a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

- (c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon the shareholders.
- (d) The private property of the shareholders of this Corporation shall not be subject to the corporate debts, except to the extent of any unpaid balance of subscription of shares.
- (e) Any person, upon becoming the owner or holder of any shares of the Common Stock by this Corporation does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States, hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

Article IV

Registered Office and Agent

The address of the registered office in the State of Florida is 11600 Thurston Way, Orlando, Florida, 32837, in the City of Orlando, County of Orange. The name of the registered agent at such address is Michael G. Tanner.

Article V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

Name
Michael G. Tanner

Address
11600 Thurston Way
Orlando, Florida 32837

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

Article VI

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to provide any lawful business under the laws of the State of Florida and the United States.
2. In furtherance of its corporate purposes, the Corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the Business Corporations Act of Florida.

Article VII

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.
2. The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.
3. 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 meeting of the shareholders.
4. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name
Michael G. Tanner

Address
11600 Thurston Way
Orlando, Florida 32837

Article VIII

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.

Michael G. Tanner
Michael G. Tanner, Incorporator

10/14/97
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Michael G. Tanner
Michael G. Tanner, Registered Agent

10/14/97
Date

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