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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MIZNER NUTRITION INC.

AUDIT NUMBER.....H97000018381

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
MIZNER NUTRITION INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be: MIZNER NUTRITION INC.

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security

prepared by:
Henry Powell, Accountant
2200 N. Federal Hwy. #230

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interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint

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venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 25,000 shares, having an individual par value of 1.00

Unless otherwise stated in these articles,, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

3912 S. Ocean Blvd. #210, Highland Beach, FL 33487

LORRAINE POWELL

ARTICLE SIX

The initial Board of Directors shall consist of a total of one person, and the name and address of the person who is to serve as an initial director is: HENRY POWELL

The name and address of the incorporator executing these Articles of Incorporation is: HENRY POWELL

3912 S. Ocean Blvd. #210, Highland Beach, FL 33487

ARTICLE SEVEN

The address at which the corporation will begin operations is:

131 N.E. 1st Avenue, Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles of incorporation this 3rd day of November, 1997.

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Henry Powell

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That MIZNER NUTRITION INC.
 desiring to organize under the laws of the State of Florida,
 with its principal office as indicated in its Articles of
 Incorporation has named Lorraine Powell, located at
 3912 S. Ocean Blvd. #210, Highland Beach, FL 33487
 State of Florida, as its agent to accept service of process within
 this state. The principal office of the corporation shall be:
 131 N.E. 1st Avenue, Boca Raton, FL 33432

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Lorraine Powell
 Lorraine Powell
 3912 S. Ocean Blvd. #210
 Highland Beach, FL 33487
 (561) 243-3033

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