

THE COMPANY CORPORATION

4313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

PP970000098550

August 1, 1997
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/08/97--01050--013
*****70.00 *****70.00

RE: Nutrition Unlimited, Inc.
P3282813NUSOB

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Nutrition Unlimited, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,


Regina Cephas
Vice President

enc.

FILED
97 NOV 17 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 13, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Nutrition Excellence, Inc.
P3282813NUSOB

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for Nutrition Excellence, Inc. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-800-542-2677, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Wendy Snow
Corporate Service Incorporator

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1997

THE COMPANY CORPORATION
1313 N. MARKET STREET
WILMINGTON, DE 19801-1151

SUBJECT: NUTRITION UNLIMITED INC.
Ref. Number: W97000018569

We have received your document for NUTRITION UNLIMITED INC. 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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 497A00040776

ARTICLES OF INCORPORATION
OF

NUTRITION EXCELLENCE, INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: The name of the corporation shall be NUTRITION EXCELLENCE, INC.
- SECOND: The address of the initial registered office of the corporation is 13304 Lake Turnberry Circle, Orlando, FL 32828, County of Orange. The name of the registered agent located at said address is Dawn M. Sobierajski.
- THIRD: The principal address of the corporation is 13304 Lake Turnberry Circle, Orlando, FL 32828.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Dawn M. Sobierajski 13304 Lake Turnberry Circle, Orlando, FL 32828.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation, 1313 N. Market
Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 31st day of July, 1997.

Wendy Snow

State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of July, 1997 by Wendy Snow.

Susan M. Griffin
Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington, DE 19801. (302) 575-0440.

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TALLAHASSEE, FLORIDA

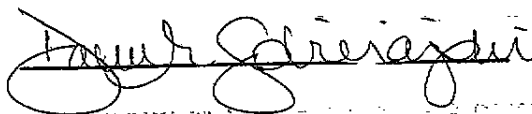
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this NUTRITION EXCELLENCE, INC.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Orlando, State of Florida, has named Dawn M. Sobierajski located at 13304 Lake Turnberry Circle, Orlando, Florida 32828 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



7/22/97
Date