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NEWFILINGS	AMENDMENTS	
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Director	1806
Limited Liability	Change of Registered Agent -11/19/97-	-01058001) ****122.
Domestication	Dissolution/Withdrawal	The state of the s
Other	Merger	
OTHER THINGS	REGISTRATION	
Annual Report	QUALIFICATION	
Fictitious Name	Foreign (7)	ص ج
+	Limited Partnership	7 7
Name Reservation	Reinstatement	夏 河
	Trademark	CEIVE

ARTICLES OF INCORPORATION

OF

OPX VITA NUTRITIONAL CORPORATION

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SECRETARY OF STATE
AFTER SEEL FLORIDA

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

<u>ARTICLE I</u>

The name of this Corporation is: OPX Vita Nutritional Corporation.

ARTICLE II

The principal place of business of this Corporation shall be 3322 NE 33rd Street, Ft. Lauderdale, Florida 33308.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

<u>ARTICLE V</u>

The maximum number of shares which this corporation is authorized to have outstanding at

any time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar and

00/100 (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such

persons upon such terms and for such consideration as it may deem appropriate. The consideration

may include money or other property, which property shall be received at just valuation to be fixed by

the Board of Directors of this Corporation.

ARTICLE VI

The initial registered office of this Corporation shall be 701 Brickell Avenue, Suite 1900,

Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be

Lawrence S. Evans, who, by signing these Articles of Incorporation, accepts the designation and

agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time

with respect to keeping an office open for service of process.

ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The number of directors may

be increased or decreased from time to time by vote of the shareholders.

ARTICLE VIII

The name and address of the director constituting the initial Board of Directors is:

Name

Fernando D'Avila

3322 NE 33rd Street

Ft. Lauderdale, Florida 33308

2

ARTICLE IX

The name and the street address of the subscriber to the Articles of Incorporation is:

<u>Name</u>

<u>Address</u>

Lawrence S. Evans

701 Brickell Avenue Suite 1900 Miami, Florida 33131

ARTICLE X

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecunially or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

LAWRENCE S. EVANS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for OPX Vita Nutritional Corporation at the place designated in the foregoing Articles of Incorporation, Lawrence S. Evans, agrees to act in this capacity and agrees to comply with the provisions of Section 607.0501, Florida Statutes relative to keeping open an office.

Dated: November 17, 1997.

LAWRENCE S. EVANS

97 NOV 19 PN 2: 30