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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NFS NUTRITION & FITNESS SYSTEMS, INC.

AUDIT NUMBER.....H98000003019

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

EMPIRE

SUBJECT: NFS NUTRITION & FITNESS SYSTEMS, INC.
REF: W98000003112

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H98000003019
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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NFS NUTRITION & FITNESS SYSTEMS, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

The name of this Corporation shall be:

NFS NUTRITION & FITNESS SYSTEMS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 5,000 Shares of Common Stock, par value \$1.00 per share.

Prepared by: DiROCCO, DOMBROW & AKERS, P.A.
3601 W. COMMERCIAL BLVD, SUITE 5
FT. LAUDERDALE, FL 33309
(954) 737-1040

By: ANN STROMQUIST

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business shall be determined by the initial Board of Directors.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is: 2000 BANKS ROAD, BAY G1
MARGATE, FL. 33063

and the initial registered agent of this Corporation at that address shall be:

GEORGE DEREK SMITH

ARTICLE VII

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

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ARTICLE VIII

The Directors of this Corporation are:

GEORGE DEREK SMITH - PRESIDENT/SECRETARY
RUTH A. SMITH - VICE-PRESIDENT/TREAS

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and address of the initial member of the Board of Directors is:

GEORGE DEREK SMITH
2000 BANKS ROAD, BAY G1
MARGATE, FL. 33063

ARTICLE X

The name and street address of the person signing these Articles of Incorporation is:

GEORGE DEREK SMITH
2000 BANKS ROAD, BAY G1
MARGATE, FL. 33063

ARTICLE XI

The street address of the principal place of business is:

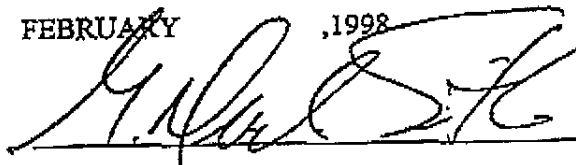
2000 BANKS ROAD, BAY G1
MARGATE, FL. 33063

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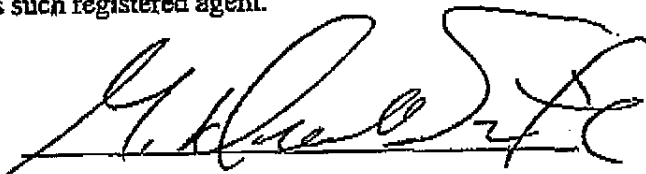
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In Witness Whereof, I have hereunto subscribed my hand and seal

this 10TH day of FEBRUARY, 1998



THE UNDERSIGNED, named as the registered agent in Article VI of these Articles
of Incorporation hereby consents to act as such registered agent.



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