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NUTRA-AIRE SYSTEMS OF BREVARD, INC

Secretary of State
State of Florida
The Capital
Tallahassee, Fl. 32304

FILED
98 MAR 12 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are two copies of the Articles of Incorporation for NUTRA-AIRE SYSTEMS OF BREVARD, INC., as well as our check for \$125.00. Would you please certify one copy and return it to us.

Thank you for your cooperation.

Very truly yours,

Bonnie Redden

BONNIE REDDEN
1105 HERMOSA DRIVE
ROCKLEDGE, FL 32955

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****125.00 ****125.00

P. Hall

MAR 13 1998

NUTRA-AIRE SYSTEMS OF BREVARD, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NUTRA-AIRE SYSTEMS OF BREVARD, INC.

The name of this corporation is Nutra-Aire Systems of Brevard, Inc..

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including the specific power and authority to engage in the following:

1. To manufacture, purchase, or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of; and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services; of every class, kind, and description;
2. To conduct business in, have one or more offices in; and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property; including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness; and execute such mortgages, transfers of corporate indebtedness as required.

NUTRA-AIRE SYSTEMS OF BREVARD, INC.

4. To purchase the corporate assets of any other corporations and engage in the same or other character of business.
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is following:
10,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V - TERM OF EXISTENCE

The date of commencement of corporate existence shall be as soon as the articles of incorporation have been approved by the Secretary of State. The corporation shall exist perpetually thereafter.

ARTICLE VI - ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is:

1105 Hermosa Drive
ROCKLEDGE, FLORIDA 32955

NUTRA-AIRE SYSTEMS OF BREVARD, INC.

ARTICLE VII - DIRECTORS

This corporation shall have at least Four directors initially. The number of directors may be increased or diminished from time to time in accordance with the by-laws adopted by the stockholders, but shall never be less than one. The name and address of initial directors are:

BONNIE REDDEN
1105 HERMOSA DRIVE
ROCKLEDGE, FL 32955

ARTICLE VIII - INITIAL SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is:

BONNIE REDDEN
1105 HERMOSA DRIVE
ROCKLEDGE, FL 32955

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - INDEMNIFICATION

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the

NUTRA-AIRE SYSTEMS OF BREVARD, INC.

corporation, whether or not wholly owned; or by any reason of any act or omission to act as such director or officer; provided that he shall not have been derelict in the performance of his duty as to the matters in respect of which such claim is asserted or proceedings brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE XII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders directors, or officers of such other firms or corporation; and any directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation or in which this corporation or in which this Corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be effected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or is interested in; such contracts, act or transaction of this corporation, and each and every person who may become a director or officer of this

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corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIII - COMPENSATION

The compensation of the officers of this corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the corporation. The compensation of the directors of this corporation shall be established by vote of the stockholders.

ARTICLE XIV - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein-above stated, this corporation shall have all of the following powers;

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares, owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

NUTRA-AIRE SYSTEMS OF BREVARD, INC.

To enter into, for the benefit of its employee, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XV - INITIAL OFFICERS

The name and street address of the officers of the Corporation:

TITLE PRESIDENT/SEC/TREA

BONNIE REDDEN
1105 HERMOSA DRIVE
ROCKLEDGE, FL 32955

ARTICLE XVI - INITIAL REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process within This State, Naming agent upon Whom Process May Be Served.

The following is submitted in compliance with Chapter 48.091, Florida Statutes: NUTRA-AIRE SYSTEMS OF BREVARD, INC. a corporation organizing under the laws of the State of FLORIDA with its principal office at 1105 Hermosa Drive in the city of ROCKLEDGE County of BREVARD, State of FLORIDA has named BONNIE REDDEN located at 1105 HERMOSA DRIVE City of ROCKLEDGE, STATE OF FLORIDA, as its agent to accept service of process within this state.

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some

NUTRA-AIRE SYSTEMS OF BREVARD, INC.
conspicuous place in office as required by law.

Bonnie Redden
BONNIE REDDEN

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98 MAR 12 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have hereunto set our; hands and seals
this 9 day of March, 19 98.

Janet Lee Matthews
NOTARY PUBLIC



COUNTY OF BREVARD

I certify that on this day before me, a notary public duly authorized in the State and county named above to take acknowledgements, personally appeared the following named individuals, to me known to be the persons described as subscribed in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation:

Bonnie Redden
BONNIE REDDEN

Witness my hand and official seal in the county and state named above this 9th day of March, 19 98.

Janet Lee Matthews
Notary Public

A rectangular notary seal stamp for Janet Lee Matthews, Notary Public, State of Florida. It includes her commission number CG 634773 and the expiration date of July 25, 2001. The text "Bonded Thru Notary Public Underwriters" is at the bottom.

My commission expires: