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Law Offices of John W. Parente

John W. Parente
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FACSIMILE TRANSMISSION TO:

March 17, 1998

Telephone (941) 918-0030
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Suncoast Vitamins, Inc.
and T.J. And Associates, Inc.

Dear Sir or Madam:

I have enclosed an original and one copy of Articles of Incorporation concerning Suncoast Vitamins, Inc.

On February 27, 1998, I mailed articles of incorporation for T.J. And Associates, Inc., to you with a letter of instruction and check in the amount of \$122.50; however, on March 5, 1998, a letter concerning availability of the T.J. and Associates, Inc., name was mailed to me from your office. I have enclosed a copy of your letter for your reference.

I was advised by your office that the T.J. and Associates name was available at the time of the original filing; I have now been advised that the Suncoast Vitamins name is now available. As such, would ask that you return a conformed copy of the Articles to my attention when same have been filed of record, together with the Charter.

Please contact my office should you have any questions regarding this matter. I thank you in advance for your cooperation. My telephone number and facsimile transmission number are indicated above on my letterhead, as they were on my original letter to you of February 27, 1998.

Sincerely yours,

JOHN W. PARENTE

JWP/ep
enclosures

FILED
98 MAR 23 AM 8:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

CB
32498

**ARTICLES OF INCORPORATION
OF
SUNCOAST VITAMINS, INC.**

FILED
98 MAR 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida

ARTICLE I

The name of this corporation shall be SUNCOAST VITAMINS, INC.

ARTICLE II

The corporation shall have perpetual existence commencing on the date of filing by the Department of State.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized. It shall have every corporate power granted by the Florida Legislature.

ARTICLE IV

This corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock which shall be designated "common shares". Unless otherwise stated in these articles, or any amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered office of this corporation is 1461 Main Street, Sarasota, Florida 34236 and the initial registered agent is DORIS HERMAN SHIELDS. The principal business address of the corporation is 1461 Main Street, Sarasota, Florida 34236.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation are:

Doris Herman Shields
1461 Main Street
Sarasota, Florida 34236

ARTICLE VIII

At election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE IX

The shareholders of this corporation shall not be entitled to remove any director from office during his or her term except for cause.

ARTICLE X

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

Doris Herman Shields
1461 Main Street
Sarasota, Florida 34236

ARTICLE XI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

These Articles of Incorporation may be amended. Each amendment shall be approved by the Board of Directors and proposed to them by the stockholders and approved by them at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, or all of the stockholders may evidence their written approval, in that an instrument thereunder may be made.

ARTICLE XIII

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

ARTICLE XIV

The officers of this corporation shall be a president, one or more vice presidents, a secretary and a treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such term, and have each such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XV

The name and address of the initial officer of this corporation are:

Doris Herman Shields
1461 Main Street
Sarasota, Florida 34236
President & Treasurer

Thomas Herman
1461 Main Street
Sarasota, Florida 34236
Vice President & Secretary

ARTICLE XVI

The corporation shall indemnify and officer of director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of March, 1998.


DORIS HERMAN SHIELDS

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is SUNCOAST VITAMINS, INC.
2. The name and street address of the registered agent and office is Doris Herman Shields, 1461 Main Street, Sarasota, Florida 34236.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


DORIS HERMAN SHIELDS,
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 23 AM 8:00

FILED