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April 14, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Nutrition & Health Systems, Inc.

400002489354--3
-04/15/98--01043--012
****122.50 ****122.50

To Whom It May Concern:

Enclosed is an original and one photocopy of executed Articles of Incorporation for the above-referenced corporation, along with our firm check in the amount of \$122.50 in payment of the filing fees associated with this request. Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,

Haley A. Watkins

Haley A. Watkins
Paralegal

/hw
Enclosures

cc: Mr. Lewis W. Graham, Jr.

P. Hall
APR 16 1998

FILED
98 APR 15 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NUTRITION & HEALTH SYSTEMS, INC.

FILED
98 APR 15 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Nutrition & Health Systems, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 4607 Algonquin Avenue, Jacksonville, Florida 32210.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock with a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 4607 Algonquin Avenue, Jacksonville, Florida 32210 and the name of the initial registered agent of this corporation at that address is Lewis W. Graham, ^{JR.}_λ. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Lewis W. Graham, ^{JR.}_λ.

ADDRESS

4607 Algonquin Avenue
Jacksonville, Florida 32210

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 26 day of March, 1998.



Lewis W. Graham, ^{JR.}_λ.
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
NUTRITION & HEALTH SYSTEMS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Nutrition & Health Systems, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 4607 Algonquin Avenue, Jacksonville, Florida 32210.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 26 day of March, 1998.



Lewis W. Graham, Jr.
Registered Agent

FILED
98 APR 15 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA