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Examiner's Initials

ARTICLES OF INCORPORATION

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SECRETARY OF STATE COASTAL NUTRITION CORP. TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Coastal Nutrition Corp. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

COASTAL NUTRITION CORP.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The corporation is organized to engage in the ownership and operation of General Nutrition Stores and in any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL MAILING ADDRESS AND PRINCIPAL OFFICE

The initial mailing address of the corporation is P.O. Box 12369, Tallahassee, FL. 32317. The initial address of the principal office is 414 North Meridian Street, Tallahassee, FL. 32301.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 414 North Meridian Street, Tallahasee, Florida, 32301 and the name of the corporation's initial registered agent at that address is Pam Allen

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Name Street Address

Kevin Bond 414 North Meridian Street

Tallahassee, FL 32301

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date of corporate existence begins.

ARTICLE VIII. DIRECTORS

The names and addresses of the initial members of the board of directors of the corporation are as follows:

Name Street Address

Randal F. Kirk 2456 Arvah Branch Boulevard

Tallahassee, FL. 32308

William Bower Murphy 2456 Arvah Branch Boulevard

Tallahassee, FL. 32308

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares by the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of April, 1998.

Kevin Bond

STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 284 day of Apr. 1998, by Kevin Bond, who is personally known to me and did not take an oath.

Notary Public, State of Florida

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Coastal Nutrition Corp., desiring to organize under the laws of the State of Florida with its intital registered office, as indicated in the Articles or Incorporation, at 414 North Meridian Street, City of Tallahassee, County of Leon, State of Florida, has named Pam Allen as its agent to accept service of process within this state.

Having been named to accept services of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the applicable provisions of the Florida Business Corporation Act and Chapter 607, Florida Stautes. I am familiar with, and accept, the obligation provided under such statutes relative to keeping open the registered office and providing records.