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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT OF JACKSONVILLE

ACCT#: 074323003114

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NAME: VITAMIN EXPRESS, INC.

AUDIT NUMBER.....H98000009536

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

CERT. OF STATUS..0 PAGES..... 3

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98 MAY 20 AM 8:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 21 1998

ARTICLES OF INCORPORATION
OF
VITAMIN EXPRESS, INC.

APPROVED
AND
FILED
98 MAY 20 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Vitamin Express, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Vitamin Express, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office of the corporation is:

10820 Losco Junction Drive
Jacksonville, FL 32257

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on May 20, 1998, 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. PURPOSE

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of the state, territory, district, or possession of the United States or by the foreign country.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100 shares of common stock having a par value of \$0.01 per share.

Prepared by Richard G. Boswinkle, Esq.
Fla. Bar No. 0974950 (904) 354-4141
Holland & Knight, LLP
One Independent Drive, Suite 2000
Jacksonville, FL 32202

H98000009536

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 10820 Losco Junction Drive, Jacksonville, Florida 32257, as the street address of the initial registered office of the corporation and names James J. Sam Negaran the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial directors are:

Siavash Negaran
James J. Sam Negaran
Kavan A. Negaran

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
James J. Sam Negaran	10820 Losco Junction Drive Jacksonville, FL 32257

ARTICLE IX. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to

the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

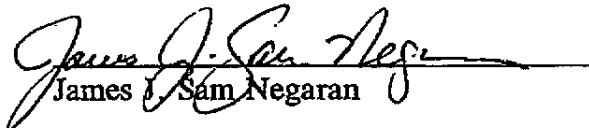
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.


James J. Sam Negaran, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act. I acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: May 20, 1998


James J. Sam Negaran

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APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA