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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 1:21

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002592724--1
-07/20/98--01037--005
***131.25 ***131.25

EFFECTIVE DATE
7-14-98

SUBJECT: Wise Guys Nutrition, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard S. Vess
Name (Printed or typed)

81049 N. Himes #900
Address

Tampa, FL 33614
City, State & Zip

813-933-8604
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Wise Guys Nutrition, Inc.

EFFECTIVE DATE
7-14-98

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I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Wise Guys Nutrition, Inc.

The principal office and mailing address of this corporation shall be 8649 N. Himes Avenue, #906, Tampa, Florida 33614, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on July 14th, 1998, and shall have perpetual existence.

ARTICLE III

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

- (a) To own commercial and retail, for profit, businesses.
- (b) To own and sell real and personal property.
- (c) In general, to have and exercise all powers conferred by the laws of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 8649 N. Himes Avenue, #906, Tampa, FL 33614, and the name of the corporation's initial registered agent at such address is Arnaldo Gonzalez, III. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of the persons who are to serve as the members thereof are as follows:

<u>Name</u>	<u>Address</u>
Arnaldo Gonzalez, III	8649 N. Himes Avenue #906 Tampa, FL 33614
Richard S. Vess	4525 Willa Creek Drive # 115 Winter Springs, FL 32708

ARTICLE VII
Incorporators

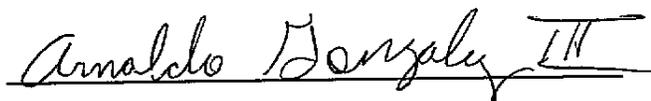
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Arnaldo Gonzalez, III	8649 N. Himes Avenue, #906 Tampa, FL 33614

ARTICLE VIII
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Arnaldo Gonzalez, III, Incorporator

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 20 PM 1:21

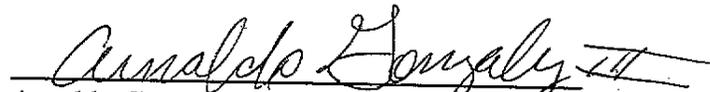
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Wise Guys Nutrition, Inc., has named Arnaldo Gonzalez, III, located at 8649 N. Himes Avenue, #906, City of Tampa, County of Hillsborough, State of Florida, 33614, as its agent to accept service of process within Florida.


Arnaldo Gonzalez, III, Incorporator

Date 7/15/98

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 relative to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Arnaldo Gonzalez, III, Registered Agent

Date 7/15/98