

P98000068572

TRANSMITTAL LETTER

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

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-08/03/98--01038--014
****122.50 ****122.50

SUBJECT: NUTRITION WHOLESale CENTER, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 (Filing Fee & Certified Copy).

FROM: MICHAEL TILLET
380 MONTE TRAIL
West Palm Beach, Florida 33415
Phone: (561) 803-2465

FILED
98 AUG -3 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-6-98
MAM

98 AUG -3 AM 9:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

NUTRITION WHOLESALE CENTER, INC.

ARTICLE I - NAME

The name of this corporation is NUTRITION WHOLESALE CENTER, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 380 Monte Trail, West Palm Beach, Florida 33415.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of selling sports nutrition products and to conduct any other lawful business activity.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 380 Monte Trail, West Palm Beach, FL 33415 and the name of the initial registered agent of this corporation at that address is Michael Tillett.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is Brian Schafler, 4663 South University Drive, Davie, FL 33328.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: Michael Tillett, 380 Monte Trail, West Palm Beach, FL 33415.

ARTICLE IX - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualify:

Brian Schafler: President Samuel Tillett: Vice President
Daniel Grossman: Treasurer/Secretary

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance therewith:

That Nutrition Wholesale Center, INC. designates the name and address of its registered agent to accept service of process within this State as follows:

Michael Tillett
380 Monte Trail
West Palm Beach, Florida 33415

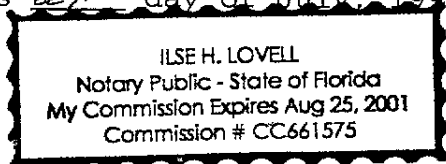
ACKNOWLEDGEMENT:

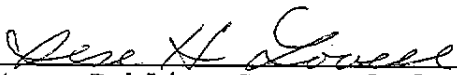
Having been named to accept service of process for the above-stated corporation, at the above-stated address in this State, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Michael Tillett

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing certificate was sworn to and acknowledged before me this 29th day of July, 1998.




Notary Public, State of Florida

(NOTARIAL SEAL)

My Commission expires: 8/25/2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA