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TRANSMITTAL LETTER

August 20, 1998

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

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-09/02/98--01041-016
*****70.00 *****70.00

SUBJECT: Advanced Nutritional Services, Inc.

I enclose the original of the Articles of Incorporation for the above corporation, a check in the amount of \$ 70.00 and the original Certificate of Designation of the Registered Agent of the corporation.

SIGNED: _____

From:

Thomas A. Kiska, D. C.
Name

119 9th Avenue South
Address

Jacksonville Beach, Fl. 32250
City State Zip

904-246-3103
Telephone Number

EFFECTIVE DATE
9-1-98

FILED
98 SEP -2 AM 8:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
9-9-98
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ARTICLES OF INCORPORATION
OF
ADVANCED NUTRITIONAL SERVICES, INC.

EFFECTIVE DATE
9-1-98

ARTICLE I NAME

The name of the corporation shall be: Advanced Nutritional Services, Inc.

ARTICLE II DURATION

The corporation shall have perpetual existence.

ARTICLE III PURPOSE

The purpose of this corporation is to form an organization for the purpose of rendering services associated with clinical nutritional programs and weight management programs and to make these programs available to the public and private sectors. and in the transaction of any and all business permitted under the laws of the United States and State of Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

119 9th Avenue South
Jacksonville Beach, Florida 32250

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Thomas A. Kiska, D. C.
119 9th Avenue South
Jacksonville Beach, Florida 32250

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JACKSONVILLE, FLORIDA

ARTICLE VII DIRECTORS

The corporation shall have one director initially, whose name is Thomas A. Kiska, D. C..

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas A. Kiska, D. C.

119 9th Avenue South

Jacksonville Beach, Florida 32250

ARTICLE IX OFFICERS

The corporation shall have the following officers: a President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-laws from time to time.

ARTICLE X MISCELLANEOUS

This corporation shall have the following powers:

A. All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer of this corporation.

D. Any subscriber or shareholder present at any meeting either in person or by proxy, and any director present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore, in any form.

F. Unless otherwise provided in the by-laws, shareholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the by-laws, cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shareholders entitled to vote thereon, unless the directors and shareholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation may be amended in any other manner permitted by law.

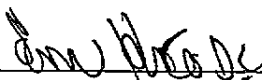
ARTICLE XII SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE XIII EFFECTIVE DATE

The effective date of this document shall be ~~September 1~~, 1998.

The undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 20th day of August 1998.



Thomas A. Kiska, D. C., Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Advanced Nutritional Services, Inc.

2. The name and address of the registered agent and office is:

Thomas A. Kiska, D. C.

119 9th Avenue South

Jacksonville Beach, Florida 32250

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature: _____

Thomas A. Kiska, D.C.

Title: Incorporator

Date: August 20, 1998

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Thomas A. Kiska, D.C.

Date: August 20, 1998