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JOHN ERICK SWARD, P.A.
P.O. BOX 1950
STUART, FLORIDA 34995-1950
561-220-2450

September 16, 1998

Secretary of State
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, Florida 32399

Re: FLORIDA NUTRITION CENTER, INC.

300002641979---7
-09/17/98--01050--004
****131.25 ****131.25

Dear Sirs:

Please find enclosed for filing Articles of Incorporation of FLORIDA NUTRITION CENTER, INC.. Also enclosed is a check payable to the Secretary of State in the amount of \$131.25 as and for the required filing fees, certified copy of articles of incorporation and certificate under seal. After the Articles have been filed, please send to me the certified copy of the Articles and certificate under seal at my address in the letterhead, above. If you should have any questions or other requests, please contact me immediately.

Very truly yours,

John Erick Sward

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FLORIDA NUTRITION CENTER, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is FLORIDA NUTRITION CENTER, INC., and the street address of its initial principal office is 848 South Federal Highway, Stuart, Florida 34994.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual commencing on the date of the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE THREE

PURPOSE

This corporation is organized so it may transact any and all lawful business.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation had authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE

PRE-EMPTIVE RIGHTS

There shall be pre-emptive rights in all stock herein issued and hereafter issued.

ARTICLE SIX

REGISTERED AGENT

The street address of the initial registered office of the corporation is Eric J. Hoult, and the name of the initial registered agent at such address is 848 South Federal Highway, Stuart, Florida 34994.

ARTICLE SEVEN

DIRECTORS

The initial number of directors of this corporation shall be one. The number of directors may be increased or decreased from time to time in the manner provided in the by-laws of this corporation, but shall never be less than one. The initial directors of this corporation shall be the incorporators named below under Article Eight.

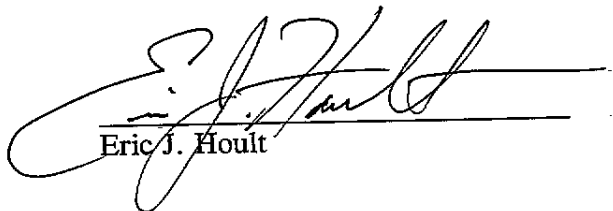
ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporators are:

Eric J. Hoult, 848 South Federal Highway, Stuart, Florida 34994

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of September, 1998.


Eric J. Hoult

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

IN COMPLIANCE WITH SECTION 607.0504(3) FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that FLORIDA NUTRITION CENTER, INC., desiring to organize or qualify
under the Laws of the State of Florida, with its principal place of business at City of Stuart,
State of Florida, has named Eric J. Hoult, located at 848 South Federal Highway, Stuart,
Florida 34994, as its agent to accept service of process within Florida.

SIGNATURE: _____

TITLE: _____

DATE: _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

DATE: _____

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