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September 8, 1998

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

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-09/21/98--01110--014  
\*\*\*\*122.50 \*\*\*\*122.50

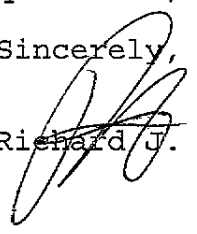
Re: Filing of Articles of Incorporation of  
VITAMINS & SUPPLEMENTS INTERNATIONAL, INC.

Dear Sir or Madam:

Enclosed please find an original and 1 copy of the Articles of Incorporation of VITAMINS & SUPPLEMENTS INTERNATIONAL, INC. along with a check totalling \$122.50 payable to the Secretary of State. Please file same and submit to us a certified copy of the articles in the attached pre-stamped, self-addressed envelope.

Should you have any questions, please call.

Sincerely,

  
Richard J. Adams, Jr., Esq.

Enclosures

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
VITAMINS & SUPPLEMENTS INTERNATIONAL, INC.

ARTICLE I

The name of the corporation is Vitamins & Supplements International, Inc.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

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DIVISION OF CORPORATIONS  
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#### ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

#### ARTICLE V

The street address of the principal place of business of the corporation is 10955 S.W. 41st Street, Miami, Florida 33165. The Board of Directors may, from time to time, move the principal office to any other address.

#### ARTICLE VI

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than five.

The names and addresses of the initial Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation and the laws of this State of Florida, shall hold office the first year of this corporation's existence, or until their successors are elected and have been qualified, are:

Marilyn Esther Sanchez  
10955 S.W. 41st Street  
Miami, Florida 33165

ARTICLE VII

The names and street address of each person signing these Articles is:

Marilyn Esther Sanchez  
10955 S.W. 41st Street  
Miami, Florida 33165

ARTICLE VIII

The names and post office address of the officers of this corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

Marilyn Esther Sanchez  
10955 S.W. 41st Street  
Miami, Florida 33165

ARTICLE IX

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE X

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### ARTICLE XI

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII

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

#### ARTICLE XIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### ARTICLE XIV

The approval of the shareholders of this corporation to any plan or merger shall be required in every case whether or not such approval is required by law.

#### ARTICLE XV

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XVI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

EXECUTED at Miami, Florida, this 17<sup>th</sup> day of September, 1998.

  
MARILYN ESTHER SANCHEZ

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared MARILYN ESTHER SANCHEZ, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of VITAMINS & SUPPLEMENTS INTERNATIONAL, INC. and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 17<sup>th</sup> day of September, 1998.

  
Notary Public, State of Florida

My Commission Expires:



Judith Flores  
My Commission CC599763  
Expires November 7 2000

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**


In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

VITAMINS & SUPPLEMENTS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, hereby designates RICHARD J. ADAMS, JR. its registered agent and 380 West 49th Street, Hialeah, Florida 33012 as its registered office.

**ACCEPTANCE**

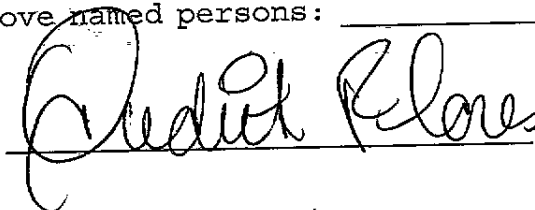
Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
RICHARD J. ADAMS, JR.

STATE OF FLORIDA    )  
                              ) ss:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of September, 1998 by RICHARD J. ADAMS, JR. I relied upon the following form \_\_\_\_\_ of identification of the above named persons: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
at Large



Judith Flores  
My Commission CC599763  
Expires November 7 2000

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