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TRANSMITTAL LETTER

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

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-10/06/98--01035--009
*****131.25 *****87.50

SUBJECT: NUTRIPRO DISTRIBUTION SYSTEMS, 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: BERTHA A BOYETT
Name (Printed or typed)

8221 NW 66 ST
Address

miami FL 33166
City, State & Zip

305-436-8566
Daytime Telephone number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

E. BROCK OCT 8 1998

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

ARTICLES OF INCORPORATION
OF
NUTRIPRO DISTRIBUTION SYSTEMS, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of this Corporation shall be:

Nutripro Distribution Systems, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz: To engage in the operation of a nutrition and fitness distribution center and other related business. The foregoing purposes and activities will be interpreted as examples only and not as limitation, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell assign, transfer, invest in, trade real and personal property of every kind and description.

c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock,

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bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assists or participate in the organizational liquidation or re-organization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, association and corporations, to

institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in an carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Article of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statues of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIFTY shares, no par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than \$500.

ARTICLE V.

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at:

8221 NW 66 Street Miami, Florida 33166 with the privilege of having branch offices
at other places within or without the State of Florida.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than 2 no more than 5.

ARTICLES VIII.

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation
who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
DAGOBERTO VILA	5030 NW 93 DORAL PLACE
PRESIDENT	MIAMI, FLORIDA 33178
BERTHA A. BOYETT	5030 NW 93 DORAL PLACE
VICE PRESIDENT	MIAMI, FLORIDA 33178

ARTICLE IX.

SUBSCRIBERS

NAME	ADDRESS
DAGOBERTO VILA	5030 NW 93 DORAL PLACE
	MIAMI, FL 33178
BERTHA A. BOYETT	5030 NW 93 DORAL PLACE
	MIAMI, FL 33178

ARTICLE X.

This 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 or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend by laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI.

The officers of the corporation shall be controlled by the Board of directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organizations, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall stand in lieu of the original incorporation, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII.

The registered agent of the Corporation shall be:

Dagoberto M. Vila

The registered office of the Corporation shall be:

8221 NW 66 Street. Miami, Florida 33166

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully

agree to take the number of shares hereinabove set forth, and hereto set our hands and seals, this
the 1st day of October, 1998.

Dagoberto M. Vila (SEAL)

Bertha A. Boyett (SEAL)

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STATE OF FLORIDA)

) S.S.

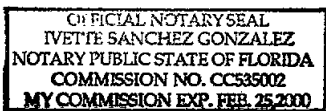
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Dagoberto M. Vila and
Bertha A. Boyett who are known to me be the persons described in and who executed the
foregoing Articles of Incorporation, and who, after being by me first duly sworn on oath, depose
and say and do acknowledge before me, that the said Articles to be the act and deed of the
signers respectively and respectfully, and the facts and matters therein set forth are true and
correct.

WITNESS my hand and official seal at Miami, Dade County, Florida this 1st
day of October, 1998.

Ivette Sanchez Gonzalez
Notary Public, State of Florida at Large

My commission expires:



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

Dagoberto M. Vila
Signature/Registered Agent

10-1-98
Date