

P990000004176

TRANSMITTAL LETTER

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

200002737542--5
-01/12/99--01019--004
*****70.00 *****70.00

SUBJECT: NUTRICENTER, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM: SARA RAQUEL WINSTON
7831 SHERIDAN STREET
HOLLYWOOD, FL 33024

(954) 954 966 2315
Telephone Number

FILED
99 JAN 12 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA - 1/14/99

**ARTICLES OF INCORPORATION
OF
NUTRICENTER, INC.**

FILED
99 JAN 12 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

NUTRICENTER, INC.

ARTICLE II PRINCIPAL OFFICE

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

7831 SHERIDAN STREET
HOLLYWOOD, FL 33024

ARTICLE III CAPITAL STOCK

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

2,000 (TWO THOUSAND) SHARES COMMON STOCK

**ARTICLE IV INITIAL REGISTERED AGENT AND
ADDRESS**

The name and address of the initial registered agent is:

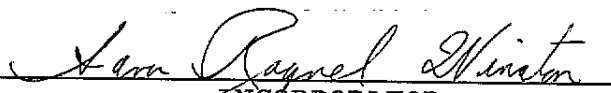
SARA RAQUEL WINSTON
7831 SHERIDAN STREET
HOLLYWOOD, FL 33024

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

SARA RAQUEL WINSTON
7831 SHERIDAN STREET
HOLLYWOOD, FL 33024

The undersigned has (have) executed these Articles of Incorporation this 7 Day of January, 1999.


INCORPORATOR

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:

NUTRICENTER, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

SARA RAQUEL WINSTON
7831 SHERIDAN STREET
HOLLYWOOD, FL 33024

SIGNATURE _____

Sara Raquel Winston

TITLE PRESIDENT

DATE January 7, 1999

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 _____

Sara Raquel Winston

DATE January 7, 1999

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TALLAHASSEE, FLORIDA