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January 27, 1999

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

Gentlemen:

Enclosed please find Articles of Incorporation and Registration of Agent for
Gladiator Nutrition, Inc. together with their check for \$87.50 to cover filing fees, Certified copy,
and Certificate of Status.

Please return these documents after filing, to 3380 Parkland Street, Titusville, FL 32796.

Sincerely,

Kimberly Rogers

Kimberly Rogers
Vice President
Gladiator Nutrition, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
GLADIATOR NUTRITION, INC.

Article I
Name

The name of the corporation shall be **GLADIATOR NUTRITION, INC.**

Article II
Principal Office

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

3380 Parkland Street
Titusville, Florida 32796

Article III
Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 300 shares.

Article IV
Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is:


Reggie Biegler
3380 Parkland Street
Titusville, Florida 32796

Article V
Incorporators

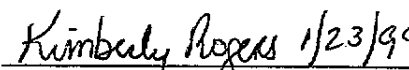
The name and address of the incorporators to these Articles of Incorporation are:

Reggie Biegler
3380 Parkland Street
Titusville, Florida 32796

Kimberly Rogers
3380 Parkland Street
Titusville, Florida 32796



Reggie Biegler DATE 1-23-99



Kimberly Rogers DATE 1/23/99

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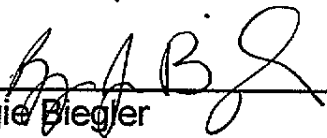
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Acceptance of Registered Agent

Of

Gladiator Nutrition, Inc.
3380 Parkland Street
Titusville, Florida 32796

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.



Reggie Biegler
Registered Agent

1-23-99
Date

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TALLAHASSEE, FLORIDA

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