



THE UNITED STATES
CORPORATION
COMPANY

P 99000039499

FILED
99 APR 29 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 222799 7106980

AUTHORIZATION : Patricia Piquet

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 1999

ORDER TIME : 3:14 PM

ORDER NO. : 222799-015

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CUSTOMER NO: 7106980

CUSTOMER: Robert R. Morris, Esq
ROBERT R. MORRIS, P.A.
ROBERT R. MORRIS, P.A.
Suite 205
685 Royal Palm Beach Boulevard
Royal Palm Bch, FL 33411

DOMESTIC FILING

NAME: VITAMINS USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

PH 4/30/99 ✓
222799-10165

REMOVED
99 APR 29 PM 4:44



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 30, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: VITAMINS USA, INC.
Ref. Number: W99000010165

RECEIVED

Please place original
submission in the appropriate folder

We have received your document for VITAMINS USA, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 199A00023306

ARTICLES OF INCORPORATION
OF
VITAMINS USA, INC.

FILED
99 APR 29 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VITAMINS USA, INC.

The address of the principal office of this corporation shall be 2560 RCA Boulevard, Suite 104, Palm Beach Gardens, Florida 33410, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Regional Professional Building, 685 Royal Palm Beach Boulevard, Suite 205, Royal Palm Beach, Florida 33411, and the name of the initial registered agent of the corporation at that address is Robert R. Morris, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Howard A. Schneider, M.D.	2560 RCA Boulevard, Suite 104
Director	Palm Beach Gardens, Florida 33410
Susan G. Irwin	2560 RCA Boulevard, Suite 104
Director	Palm Beach Gardens, Florida 33410

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Howard A. Schneider, M.D.	2560 RCA Boulevard, Suite 104
Pres./Vice Pres.	Palm Beach Gardens, Florida 33410

Susan G. Irwin	2560 RCA Boulevard, Suite 104
Sec./Treas.	Palm Beach Gardens, Florida 33410

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on April 29, 1999.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

rwm

**CERTIFICATE OF DESIGNATION OF
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: VITAMINS USA, INC.

2. The name and address of the registered agent and office is:

ROBERT R. MORRIS, P.A.

Regional Professional Building
685 Royal Palm Beach Blvd., Suite 205
Royal Palm Beach, Florida 33411

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

(NAME)

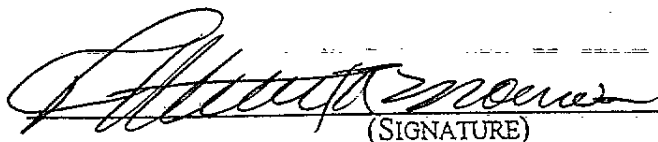
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

April 29, 1999
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314