

LAW OFFICES OF

WM. NEWT HUDSON

WM. NEWT HUDSON
CHARLES M. PHILLIPS

23 WEST TARPON AVENUE
TARPON SPRINGS, FLORIDA 34689

TARPON SPRINGS (727) 938-2004
FAX (727) 934-9960

JUN 22 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32304

EFFECTIVE DATE

6-21-99

RE: Atlas Nutrition, Inc.

Gentlemen:

Please find enclosed an original and one copy of Articles of Incorporation for the above-named corporation. In addition, please find enclosed a check in the amount of \$122.50 which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
=====	
	\$122.50

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-06/24/99--01049--003
****122.50 *****78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter will be greatly appreciated. Please feel free to give me a call should you have any questions.

Yours truly,


WM. NEWT HUDSON

WNH/dm
Enc.

FILED
99 JUN 24 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-28-99
5

ARTICLES OF INCORPORATION
OF
ATLAS NUTRITION, INC.

EFFECTIVE DATE
6-21-99

I, the undersigned subscriber to these Articles of Incorporation, natural person, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be ATLAS NUTRITION, INC. Its principal place of business shall be 12908 Royal George Avenue, Odessa, Florida 33556.

ARTICLE II

This corporation is organized for the purposes of transacting any and all lawful business as authorized under the laws of the State of Florida or any other state, country or territory under which it may qualify to do business; and more particularly, it shall have all the powers set forth in Florida Statutes Chapter 607 and any and all other powers incidental to the conducting of its business and any and all other similar or like services.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000.00 shares of common stock, all of one class, having \$.01 par value per share.

ARTICLE IV

This corporation is to exist perpetually, commencing with the date of subscription and acknowledgement of these Articles of Incorporation so long as these Articles of Incorporation are filed with the Department of State, State of Florida, within five (5) working days, exclusive of weekends and legal holidays, after subscription and acknowledgement thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise the date of the corporation's existence shall begin when the Articles of Incorporation have been filed with the Department of State of Florida, and are approved by it, and all filing fees and taxes have been paid.

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JUN 24 AM 7:38
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE VI

The names and post office addresses of the first Board of Directors for the corporation, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, said directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter K. Lloyd	12908 Royal George Ave. Odessa, FL 33556

ARTICLE VIII

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held in or without the State of Florida.

ARTICLE IX

The corporation shall have as its initial registered agent, Peter K. Lloyd, 12908 Royal George Avenue, Odessa, Florida 33556, who shall acknowledge acceptance of said position by Affidavit.

ARTICLE X

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XI

The subscriber of these Articles of Incorporation and post office address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter K. Lloyd	12908 Royal George Ave. Odessa, FL 33556

ARTICLE XII

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof, thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular meeting of said Board, or at any special meeting called for such purpose as the majority of the Directors present.

ARTICLE XIII

The Articles of Incorporation may be amended in any manner as provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement attesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned has hereunto subscribed my hand and affixed my seal to these Articles of Incorporation this 21st day of June, 1999.

Signed, Sealed and Delivered
in the presence of:

Karen Agresti
Witness/ Karen Agresti

Peter K. Lloyd
Peter K. Lloyd

Wm. Newt Hudson
Witness/ Wm. Newt Hudson

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 21st day of June, 1999, by Peter K. Lloyd, who [] is personally known to me; or who [☒] has produced (FL DRIVER LICENSE) as identification and who (did/did not) take an oath.

Donna J. Mercer
Notary/ Donna J. Mercer
Commission NO.:

DONNA J. MERCER
Notary Public - State of Florida
My Commission Expires May 19, 2001
Commission # CC633714

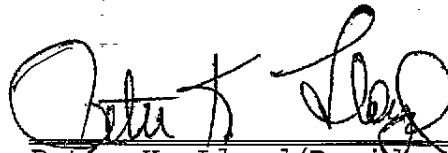
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance with Section 48.091, Florida Statutes, and
Section 607.0501, Florida Statutes, the following is submitted, in
compliance with said Act:

First -- ATLAS NUTRITION, INC. desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of Odessa,
County of Hillsborough, State of Florida, has named Peter K. Lloyd,
12908 Royal George Avenue, Odessa, Florida 33556, as its agent to
accept service of process within this State.

ACKNOWLEDGEMENT:

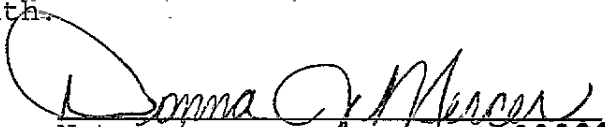
Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office, and I
hereby state that I am familiar with, and accept, the obligations
of this position.



Peter K. Lloyd/Resident Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st
day of June, 1999, by Peter K. Lloyd, who [] is personally known
to me; or who [X] has produced (FL DRIVER License) as identification
and who (did/did not) take an oath.



Notary/
Commission

No.:

DONNA J. MERCER
Notary Public - State of Florida
My Commission Expires May 19, 2001
Commission # CC633714

FILED
JUN 24 AM 7:38
CLERK OF STATE
TALLAHASSEE, FLORIDA