



THE UNITED STATES
CORPORATION
COMPANY

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99 JUL -9 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 301867 7137273

AUTHORIZATION :

Patricia Pijuta

COST LIMIT : \$ 70.00

ORDER DATE : July 9, 1999

ORDER TIME : 10:56 AM

100002927531--9

ORDER NO. : 301867-005

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
ERIC M. SAUERBERG, P.A.
ERIC M. SAUERBERG, P.A.
Suite 400
712 U.S. Highway One
North Palm Beach, FL 33408

DOMESTIC FILING

NAME: NUTRITION FIRST, 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: Janine Lazzarini

EXAMINER'S INITIALS:

PH
7/9/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL -9 PM 12:05

RECEIVED

ARTICLES OF INCORPORATION
OF
NUTRITION FIRST, INC.

FILED
99 JUL -9 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et. seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is NUTRITION FIRST, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 712 U.S. Highway One, #400, North Palm Beach, Florida 33408, and the name of the initial Registered Agent at that address is ERIC M. SAUERBERG, ESQ.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name
ERIC M. SAUERBERG, ESQ.

Address
712 U.S. Highway One, Ste. 400
North Palm Beach, Florida 33408

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name
DAWN GOOLKASIAN

Address
22H Lexington Lane West
Palm Beach Gardens, FL 33418

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

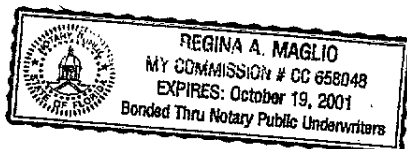
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 7th day of July, 1999.

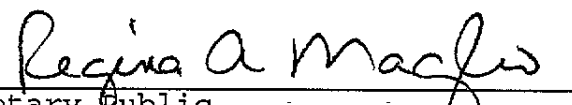
By: 

ERIC M. SAUERBERG, ESQ.
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th day of July, 1999 by ERIC M. SAUERBERG, ESQ., who is personally known to me or who produced the identification indicated above his signature, and who did () or did not (✓) take an oath.




Notary Public
Printed Name: Regina A. Maglio
My Commission Expires:


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

FILED
99 JUL -9 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

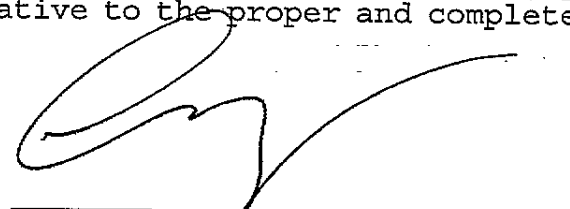
First, that NUTRITION FIRST, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 22H Lexington Lane West, Palm Beach Gardens, FL 33418.

Second, named ERIC M. SAUERBERG, ESQ., located at 712 U.S. Highway One, #400, North Palm Beach, Florida 33408, as its Agent to accept service of process within Florida.


ERIC M. SAUERBERG, ESQ.
Incorporator

DATE: July 7, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.


ERIC M. SAUERBERG, ESQ.
Registered Agent

DATE: July 7, 1999