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Holland & Knight LLP

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip Phone #

425-5686

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Wholesale Nutrition Centers, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk-in ☒ Pick up time 2:00

☐ Mail-out ☐ Will wait ☐ Photocopy

☒ Certified Copy ☐ Certificate of

99 AUG 10 PM 3:17
 TALLAHASSEE, FLORIDA

FILED

NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Print	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Non-Profit	<input type="checkbox"/>	Resignation of R.A. Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/ Withdrawal
<input type="checkbox"/>	Other	<input type="checkbox"/>	Merger

OTHER FILINGS		REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Annual Report	<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Fictitious Name	<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Name Reservation	<input type="checkbox"/>	Restatement
		<input type="checkbox"/>	Trademark

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FILED

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**ARTICLES OF INCORPORATION
OF
WHOLESALE NUTRITION CENTERS, INC.**

FILED
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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be WHOLESALE NUTRITION CENTERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1131 North Cherry Street, Mesa, Arizona 85201.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 200 South Orange Avenue, Suite 2600, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is STEPHEN R. LOONEY. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Stephen R. Looney	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2)
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Faradjollah Fred Djahandideh	1131 North Cherry Street Mesa, Arizona 85201
Kevin Taheri	1131 North Cherry Street Mesa, Arizona 85201

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

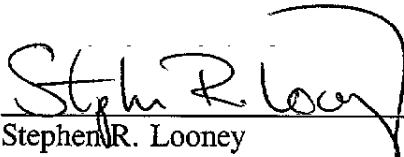
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

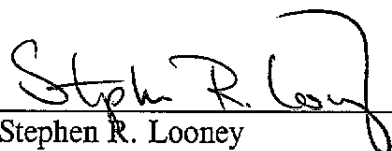
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 4th day of August, 1999.



Stephen R. Looney

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Stephen R. Looney

Date: August 4, 1999