

TRANSMITTAL LETTER

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

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-08/06/99--01025--016
122.50 **78.75

SUBJECT: Nutrition Depot Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Guido Baechler
Name (Printed or typed)

1426-B Streets Rd.
Address

West Palm Beach, FL 33411
City, State & Zip

561-615 9985
Daytime Telephone number

K. Rolfe AUG 12 1999

NOTE: Please provide the original and one copy of the articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -6 AM 10:37

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FILED
99 AUG -6 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NUTRITION DEPOT INC.**

THE UNDERSIGNED, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this Corporation is **NUTRITION DEPOT INC.**

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is: 1426-B Skees Rd, West Palm Beach, Florida 33411 or such other place as the Board of Directors may designate from time to time.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

The corporate existence shall commence on the date the Articles are filed with the State of Florida.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V **STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of Class of Common stock at One Dollar (1.00) par value per share. Total of shares are 100. Fully paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII **SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations, shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reinsurance of all redeemed or otherwise acquired shares, including the reinsurance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 1426-B Skees Rd., West Palm Beach, Florida 33411, and the name of its initial registered agent at that address is Guido Baechler.

ARTICLE X
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Mr. Michael Magruder President / Director	2069 Tarpon Lake Way West Palm Beach, FL 33411
Mr. Guido Baechler Vice-President / Treasurer	6901 W. Okeechobee Blvd. Suite D-5, #115 West Palm Beach, FL 33411

ARTICLE XI
SALES MANAGER/MARKETING

Not applicable

ARTICLE XII
INCORPORATOR

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Guido Baechler	6901 W. Okeechobee Blvd. Suite D5-115 West Palm Beach, FL 33411

ARTICLE XIII
**COMMON DIRECTOR - TRANSACTIONS BETWEEN
CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or avoidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIV **BY-LAWS**

The by-laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XV **EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in a „emergency“. An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XVI **SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, is Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

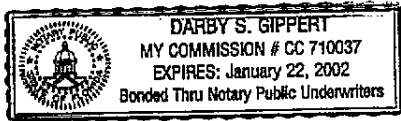
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

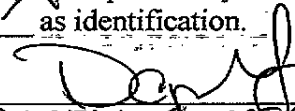


Guido Baechler,
Incorporator & registered agent

State of Florida
County of Palm Beach

THE FOREGOING INSTRUMENT was acknowledged before me this 2 day of AUG., 1999 by GUIDO BAECHLER, who is personally known to me or () has produced _____ as identification.





DARBY GIPPERT Printed Name
Notary Public, State of Florida

My Commission Expires: JAN 22 2002

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99 AUG -6 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA