

799000077981

Law Offices of
ANDREW B. BLASI, P.A.

7900 Glades Road
Suite 130
Boca Raton, Florida 33434
(561) 483-8700
Facsimile (561) 483-3387
abblasi@concentric.net

August 25, 1999

Via Overnight Courier
Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002972426-1
-08/27/99-01072-005
*****78.75 *****78.75

Re: AB NUTRITION, INC.

Dear Sir or Madam:

Please find enclosed for filing Articles of Incorporation for the subject Corporation. Also enclosed is our check in the amount of \$78.75, to cover the filing fee. Please return the true and certified copy of the Articles of Incorporation to this office, to the attention of the undersigned.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Law Offices of ANDREW B. BLASI, P.A.

By: *Andrew B. Blasi*
Andrew B. Blasi, Esq.

GAVE

ABB/ab AUTHORIZATION BY PHONE TO
CORRECT RA Name
DATE 8/27
DOC. EXAM Tea

FILED
99 AUG 27 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN SEP - 1 1999

4

ARTICLES OF INCORPORATION

OF _____

AB NUTRITION, INC.

FILED
99 AUG 27 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. NAME. The name of the corporation is AB NUTRITION, INC.
2. PRINCIPAL OFFICE/MAILING ADDRESS. The principal office and mailing address of the corporation is 5880-A SOUTH HIGHWAY A1A, MELBOURNE BEACH, FLORIDA 32951.
3. SHARES. The number of shares the corporation is authorized to issue is one thousand (1000) shares. The par value for the authorized shares is One Dollar (\$1.00).
4. PREEMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
5. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of this corporation is:

LAW OFFICES OF
ANDREW B. BLASI, P.A.

7900 Glades Road, Suite 130
Boca Raton, Florida 33434

6. INCORPORATOR. The name and address of the Incorporator is:

ANDREW B. BLASI

5880-A SOUTH HIGHWAY A1A
MELBOURNE BEACH, FLORIDA 32951

7. DIRECTOR. The name and address of the initial director is:

ANDREW B. BLASI

5880-A SOUTH HIGHWAY A1A
MELBOURNE BEACH, FLORIDA 32951

8. PURPOSE. The purpose of this corporation is to conduct all lawful business as is permissible under the laws of the State of Florida.

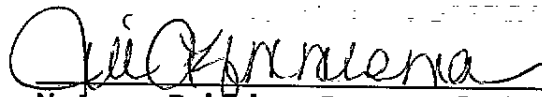
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of August, 1999.


ANDREW B. BLASI

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 24th day of August, 1999, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared ANDREW B. BLASI [] who is personally known to me [] who has produced _____ as identification, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 24 day of August, 1999.


Notary Public, State of Florida

My Commission Expires:

(PRINT NAME OF NOTARY PUBLIC)



Jill A. Zimmerman
MY COMMISSION # CC616955 EXPIRES 2
April 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

FILED
99 AUG 27 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as resident agent for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations under the Florida Statutes.

REGISTERED AGENT:
LAW OFFICES OF ANDREW B. BLASI, P.A.

BY: *Andrew B. Blasi*
ANDREW B. BLASI, ESQ., President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 24 day of August, 1999, before me, an officer duly authorized in the State of Florida, County of Palm Beach, aforesaid to take acknowledgments, personally appeared ANDREW B. BLASI, ESQ., as President of ANDREW B. BLASI, P.A., a Florida professional service corporation [] who is personally known to me [] who has produced _____ as identification, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 24 day of August, 1999.



Jill A. Zimmerman
MY COMMISSION # CC616955 EXPIRES
April 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Jill A. Zimmerman
Notary Public, State of Florida

My Commission Expires:

(PRINT NAME OF NOTARY PUBLIC)