

This Instrument was Prepared by
William S. Wright
Balch, Bingham, Baker, Hawthorne,
Williams & Ward
600 North 18th Street
Birmingham, Alabama 35203
(205) 251-8100

ARTICLES OF INCORPORATION
OF
MID SOUTH SALES, INC.

The undersigned, acting as incorporator for a body corporate pursuant to the Code of Alabama, 1975, adopts the following articles of incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation (hereinafter referred to as the "Corporation") shall be:

MID SOUTH SALES, INC.

ARTICLE II
DURATION

The duration and existence of the Corporation shall be perpetual.

ARTICLE III
PURPOSES

The purposes for which the Corporation is organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Alabama law and, without diminishing the generality of the foregoing, the Corporation is hereby authorized as follows:

(a) To engage in wholesale sale and distribution of all types of health foods, natural foods and other health products, including but not limited to, foods with special nutritive qualities and values, for resale.

BALCH, BINGHAM, BAKER, HAWTHORNE, WILLIAMS & WARD

ATTORNEYS AND COUNSELORS
POST OFFICE BOX 306
BIRMINGHAM, ALABAMA 35201

(b) To contract, agree or otherwise commit, orally or in writing, to sell, distribute, process or deliver any and all of its products to any person or firm or to purchase, procure, take delivery of and use in any fashion whatsoever raw materials from or the products of any person or firm.

(c) To purchase or otherwise acquire the assets and assume the liabilities of any other corporation and engage in the same or other character of business.

(d) To aid in any lawful manner by loan, subsidy, guaranty or otherwise any corporation or association, or any firm, entity, syndicate, or individual, including, but not limited to any such corporation, association, firm, entity, syndicate or individual whose stock, voting trust certificates, bonds, mortgages, debentures, notes, drafts, or other securities, evidences of indebtedness, certificates of interest, or obligations are held or owned by the Corporation, through a subsidiary, or otherwise and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such stock, voting trust certificates, bonds, mortgages, debentures, notes, drafts, or other securities, evidences of indebtedness, certificates of interest or obligations.

(e) To do any and all things herein set forth as principal, agent, contractor, trustee or otherwise, alone, in company with others, and to do any and all things necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(f) To purchase, hold, receive and otherwise acquire and reissue, from time to time, as it may see fit, any shares of its own stock, using for such purposes any funds or assets of the Corporation permitted by law to be used for such purposes, including the unreserved and unrestricted capital surplus of the Corporation upon vote of two-thirds of the shareholders; but while the Corporation holds the same, it shall not be entitled to vote such stock or to receive any dividends thereon; and to resell any of its own stock, purchased or otherwise acquired by it, at such price as may be fixed by resolution of the Board of Directors.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue shall be one thousand (1,000) shares, which shall be divided into the classes, if any, and be of the respective par values, if any, appearing below:

<u>Class</u>	<u>Authorized Shares</u>	<u>Par Value</u>
Common	1,000	\$1.00

ARTICLE V
SPECIAL PROVISIONS

The following provisions for the regulation of the business and for the conduct of the internal affairs of the Corporation, the directors and shareholders are hereby established:

1. Except as may otherwise be provided by applicable law, no contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable 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, if the contract or transaction is fair and reasonable to the Corporation and if either:

(a) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors or considering such interested directors as present for purposes of constituting a quorum; or

(b) the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

2. (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director,

officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

BOOK 24 PAGE 297 (b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subparagraphs 2(a) and (b) of this Article V, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under subparagraphs 2(a) and (b) of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case

upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said (a) and (b) next above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in subparagraph 2(d) of this Article V, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized herein.

(f) The indemnification authorized herein shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provision of any other of the articles of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions hereof.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at and have a mailing address of 255-A Riverchase Parkway East, Birmingham, Alabama 35244, and the initial registered agent, who shall maintain the same business address as the Corporation's initial registered office, shall be David W. Lackey.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) persons, who shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the members of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David W. Lackey	4961 Scenic View Drive Birmingham, Alabama 35210
William M. Wilson, III	196 Apt. 113-B Moonridge Drive Birmingham, Alabama 35209

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David W. Lackey	4961 Scenic View Drive Birmingham, Alabama 35210

Dated March 31, 1983.

INCORPORATOR


David W. Lackey



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Mid South Sales, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Mid South Sales, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 4, 1983 - expires 7-3-83

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

MID SOUTH SALES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of MID SOUTH SALES, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of MID SOUTH SALES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5th day of APRIL, 19 83.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1983 APR -5 PM 12:21

Thomas A. Brantley, Jr.
JUDGE OF PROBATE

Thomas A. Brantley, Jr.

Judge of Probate

Rec 25.00
Ind 1.00
26.00