

This Instrument Prepared By:

✓ Michelle L. Scarbrough
Attorney at Law
Berkowitz, Lefkovits, Isom & Kushner
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

**ARTICLES OF ORGANIZATION
OF
PHYSIQUE NUTRITION, LLC**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act, Code of Alabama, Section 10-12-1 et seq. (the "Act"), hereby certifies as follows:

1. **NAME.** The name of the limited liability company (the "Company") is:

Physique Nutrition, LLC

2. **DURATION.** The period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in Section 10-12-37 of the Act.

3. **PURPOSES.** The Company has been organized to engage in the business of distributing nutritional supplements. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at that address are:

Christian C. Carter
120 Windsor Ridge Drive
Pelham, Alabama 35124

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5. **INITIAL MEMBER.** The name and mailing address of the initial member and Manager of the Company are:

Christian C. Carter
120 Windsor Ridge Drive
Pelham, Alabama 35124

6. **ORGANIZER.** The name and mailing address of the organizer of the Company are:

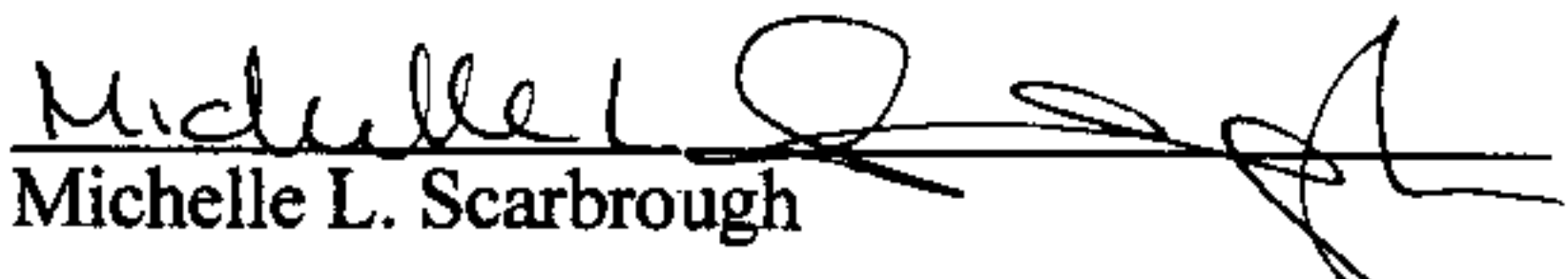
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7. **ADDITIONAL MEMBERS.** Additional members may be admitted to the Company only in accordance with the provisions of Section 10-12-31 of the Act.

8. **CESSATION OF MEMBERSHIP OF ALL MEMBERS.** The cessation of membership of all of the members shall result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.

9. **MANAGEMENT OF THE COMPANY.** The Company shall be managed by its member, and upon the admittance of additional members pursuant to the Company's operating agreement, by its Manager, Christian C. Carter.

IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company, has executed these Articles of Organization on March 19, 2001.


Michelle L. Scarbrough

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