

This Instrument Was Prepared By Jackson P. Burwell, 200 Russell Street, Huntsville, Alabama 35801

ARTICLES OF INCORPORATION
OF
REGENT ASSOCIATES, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the Alabama Business Corporation Act, hereby certifies:

ARTICLE I

Name

The name of the corporation shall be Regent Associates, Inc.

ARTICLE II

Period of Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The corporation shall have the right to transact any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act, including, but not limited to, the following:

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(a) To operate retail stores for health and nutrition products and to carry on related activities.

(b) To invest in real estate, mortgages, stocks, bonds, promissory notes or any other type of investment.

(c) To own or lease real or personal property necessary or appropriate in the conduct of its business.

ARTICLE IV

Capital

The aggregate number of shares which the corporation is authorized to issue is 100,000 shares of one cent (\$.01) par value voting common stock all of the same class and none preferred.

ARTICLE V

Registered Agent and Office

The location and mailing address of the initial registered office of the corporation is Brook Highland Plaza, 5287 Highway 280 East, Suite 257, Birmingham, Alabama 35242.

The name of the registered agent of the corporation at such address is Mia M. Russell.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial board of directors is one and the initial director's name and address are as follows:

<u>Name</u>	<u>Address</u>
William H. Russell	119 Joey Road Owens Cross Roads, AL 35763
Mia M. Russell	2408 Heather Brook Birmingham, AL 35242

ARTICLE VII

Incorporator

The incorporator's name and address are as follows:

<u>Name</u>	<u>Address</u>
William H. Russell	119 Joey Road Owens Cross Roads, AL 35763

ARTICLE VIII

Other Provisions

(a) The corporation shall have all powers granted corporations under the Alabama Business Corporation Act, which shall specifically include, but not be limited to, the power to:

(1) Borrow money and secure the same by a mortgage or security interest in any or all of its real or personal property.

(2) Do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of the corporation or in furtherance of any of the powers of the corporation, either alone or in partnership, general or limited, with other corporations, firms or individuals, provided the same shall not be in violation of the laws of the State of Alabama.

(b) Action of the shareholders may be taken by unanimous written consent without meeting and it shall have the same effect as the unanimous vote of the shareholders.

(c) Action of the directors may be taken by unanimous written consent without meeting and it shall have the same effect as the unanimous vote of the directors.

(d) Except for the initial board of directors set forth herein, the board of directors of the corporation shall consist of one or more members as established by the By-Laws of the corporation.

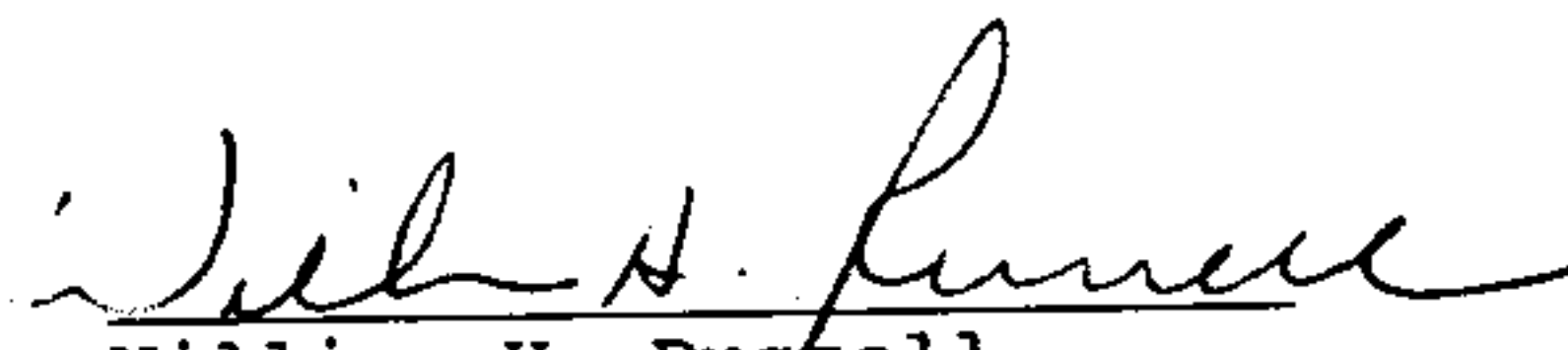
(e) The By-Laws of the corporation may not be amended or repealed except upon vote of a majority of the shareholders.

(f) The board of directors at the first meeting thereof or by action taken by unanimous written consent in lieu of such first meeting shall establish a plan to issue stock of the corporation in such a manner that, in the hands of qualified shareholders, such stock shall receive the benefits of Section 1244 of the Internal Revenue Code of 1986, as amended.

(g) No shareholder shall have preemptive rights with respect to the issuance of additional shares of stock.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 26 day of MAY, 2000.

"INCORPORATOR"


William H. Russell

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Regent Associates, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Burwell, 200 Russell St, Huntsville, AL 35801 for a period of one hundred twenty days beginning May 24, 2000 and expiring September 22, 2000.

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.



May 24, 2000

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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