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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HERBAL WORLDWIDE HOLDINGS LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

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Examiner's Initials

ARTICLES OF ORGANIZATION
OF
HERBAL WORLDWIDE HOLDINGS LLC

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ARTICLE I

Name

The name of this limited liability company is HERBAL WORLDWIDE HOLDINGS LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street and mailing address of the Company is 3326 Mary Street, Suite 603, Coconut Grove, Florida 33133

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies June be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Organizer & Authorized Representative

The name and street and mailing address of the person signing these Articles as Organizer is:

Albert J. Lazo, Esq.
Richards and Polansky, P.A.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE VII


Management

The Company will be managed by at least (1) manager and is, therefore, a manager-managed company. The following shall be the initial managers:

Eduardo Naranjo
3326 Mary Street, Suite 603
Coconut Grove, Florida 33133

Jose Diaz
3326 Mary Street, Suite 603
Coconut Grove, Florida 33133

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Albert J. Lazo, Authorized Representative

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ORGANIZER
AND
AUTHORIZED REPRESENTATIVE

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 17 day of June, 2002.


Albert J. Lazo

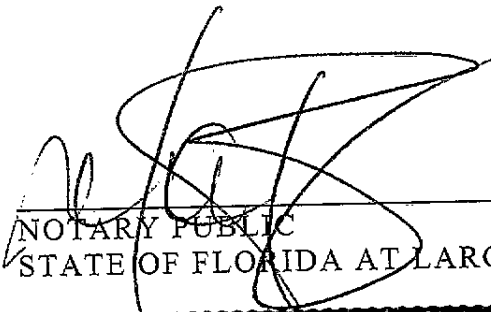
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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Albert J. Lazo, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer and Authorized Representative, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 17 day of June, 2002.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

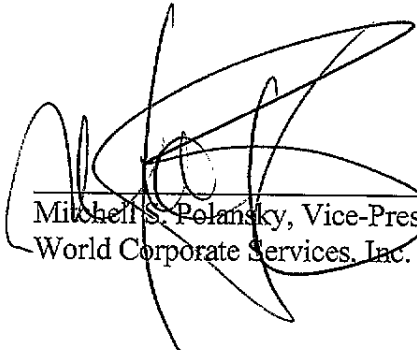
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of HERBAL WORLDWIDE HOLDINGS LLC named in the Articles of Organization herein above set forth and I do hereby further state that I June be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 17 day of June, 2002.



Mitchell S. Polansky, Vice-President
World Corporate Services, Inc.

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