



F01000006015

ACCOUNT NO. : 072100000032
REFERENCE : 600923 4812609
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 35.00

FILED
2002 MAY 31 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 29, 2002

ORDER TIME : 12:17 PM

ORDER NO. : 600923-005

CUSTOMER NO: 4812609

CUSTOMER: Adam Grandy, Legal Asst
Holland & Knight LLP
10 St. James Avenue
11th Floor
Boston, MA 02116

RECEIVED
02 MAY 31 PM 1:03
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: NATURECITY, INC.

300005662943--6

XXE PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N.C.

C. Coulliette MAY 31 2002

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000006015

Document Number of Corporation (If known)

FILED
2002 MAY 31 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NATURECITY, INC.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. November 19, 2001
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 24, 2002
5. NATURE HOLDINGS, INC.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Beth M. Geller
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Beth Geller
(Typed or printed name)

5-16-02
(Date)

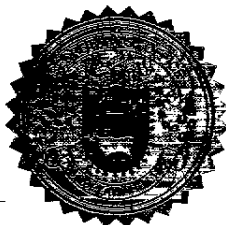
Senior Vice President &
General Counsel
(Title)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NATURECITY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NATURE HOLDINGS, INC.", THE TWENTY-FOURTH DAY OF MAY, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3074365 8320

020343183

AUTHENTICATION: 1802918

DATE: 05-30-02