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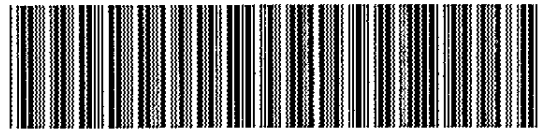
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STATE PARTY DIVISION
TALLAHASSEE, FLORIDA

03 OCT 23 AM 11:33

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Registration of Healthy Planet of Brevard, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.
Please return all correspondence concerning this matter to the following:

Eric Fricker
(Name of Person)

Healthy Planet of Brevard, LLC
(Firm/Company)

164 Jamaica Dr.
(Address)

Cocoa Beach, FL 32931
(City/State and Zip Code)

For further information concerning this matter, please call:

Dan Robinson
(Name of Person)

at 321-242-3076
(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Organization
for
Healthy Planet of Brevard, LLC

(a Florida Not-for-Profit Limited Liability Company)

The undersigned, having agreed to form a Not-for-Profit Limited Liability Company under the laws of the State of Florida, hereby executes and acknowledges these Articles of Organization as required in Chapter 608, Florida Statutes, as amended.

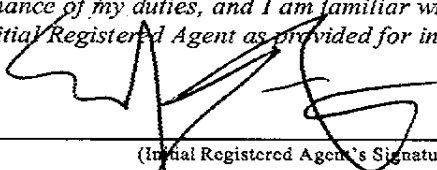
ARTICLE 1. NAME AND PRINCIPAL OFFICE/MAILING ADDRESS

The name of this Not-for-Profit Limited Liability Company shall be Healthy Planet of Brevard, LLC (hereinafter the "Company".) The initial principal office/ mailing address of the Company is: 164 Jamaica Dr., Cocoa Beach, FL 32931.

ARTICLE 2. INITIAL REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the Company's initial Registered Agent are: Eric Fricker, 164 Jamaica Dr., Cocoa Beach, FL 32931. The initial Registered Agent has accepted the appointment as evidenced by the written acceptance below. The Registered Agent of the Company may be changed at any time without an amendment to these Articles as specified within the Company's Operating Agreement.

Having been named as initial Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as initial Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as initial Registered Agent as provided for in Chapter 608, F.S.



(Initial Registered Agent's Signature)

ARTICLE 3. INITIAL MANAGING MEMBERS

The names and addresses of each initial Managing Member is as follows:

- | | |
|-------------------------|------------------------------------------|
| (1) Eric Fricker, MGRM | 164 Jamaica Dr., Cocoa Beach, FL 32931 |
| (2) Dan Robinson, MGRM | 2869 Pennington Pl., Melbourne, FL 32935 |
| (3) Judy McCluney, MGRM | 1908 Manor Dr., Cocoa, FL 32922 |

ARTICLE 4. DURATION

The date of commencement of the Company's existence shall be on the date the Articles of Organization are filed with the Department of State, and the period of duration of the Company shall continue until dissolved.

ARTICLE 5. ADMISSION OF NEW MEMBERS

Admission of new voting or non-voting members, whether as additional members or as replacement members, will be permitted in accordance with the Operating Agreement.

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TALLAHASSEE, FLORIDA
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ARTICLE 6. NATURE OF BUSINESS

- A. The normal business of the Company shall NOT serve to establish a profit making enterprise, as outlined within the Company's Operating Agreement.
- B. The primary business of the Company is to promote plant-based food choices to enhance human health, alleviate the suffering of animals, and to better protect the natural environment.
- C. In addition, the Company may engage in any activity or business permitted under the laws of the United States of America and any legal and lawful purpose for which a Limited Liability Company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time, with all powers and rights which a Limited Liability Company may exercise pursuant to the same Statutes.

ARTICLE 7. MANAGEMENT

The management of the Company shall be reserved to the membership. The initial members shall approve a core group of initial Managing Members who shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

ARTICLE 8. INITIAL MEMBER CONTRIBUTIONS, ASSET ALLOCATION, AND MEMBER VOTING

- A. Initial Member Contributions -- The total amount of cash to be initially contributed by each of the initial members of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Membership Designation</u>
Eric Fricker	\$30.00	Family
Dan Robinson	\$20.00	Individual
Judy McCluney	\$20.00	Individual

- B. Additional Contributions -- The members may make additional capital contributions from time to time, as described within the Company's Operating Agreement.
- C. Asset Allocation -- The Company has been designated as a not-for-profit organization. No member shall accrue any interest in any assets of the Company.
- D. Member Voting -- All registered voting members in good standing of the Company shall be entitled to vote on matters relating to the Company as described within the Company's Operating Agreement.

ARTICLE 9. ADOPTION OF OPERATING AGREEMENT

The initial members shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulation, operation, and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

ARTICLE 10. AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the affirmative vote of a majority of the voting members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

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 SECRETARY OF STATE

ARTICLE 11. INDEMNIFICATION

All Managing Members, absent the lack of due diligence or of malfeasance, culpable negligence, breach of fiduciary, breach of trust and commission of any crime in the performance of their duties shall be indemnified to the full extent of company earnings and assets against the claims of others whatsoever. An "Indemnification Fund" shall be established as described within the Company's Operating Agreement.

ARTICLE 12. COMPANY INDEBTEDNESS & LIABILITIES

- A. No member or Manager shall contract for any debt or incur contractual liability on behalf of the Company except as authorized in the Operating Agreement or by specific vote of a majority of the Managing Members.
- B. No member will execute any instruments and/or documents for the acquisition, mortgage or disposition of real and/or personal property of the Company without the specific written approval of a majority of the Managing Members unless liability for such actions are individually guaranteed by the member who initiates the transaction and for which he/she assumes all risk to the fullest extent of individually owned assets.

ARTICLE 13. UNAUTHORIZED ACTIONS


The Company will reimburse reasonable expenses incurred by a manager, officer, employee or agent of the Company in the performance of his/her prescribed duties and responsibilities, and, upon the approval of a majority of the Managing Members, for unauthorized actions taken without specific instructions, but which were for the benefit of the Company and which were subsequently ratified by a majority vote of the Managing Members.

ARTICLE 14. DISSOLUTION

A proposal and/or plan by management to dissolve the Company or to merge it with any other entity shall require approval by a majority of the members authorized to vote.

ARTICLE 15. ENDORSEMENT

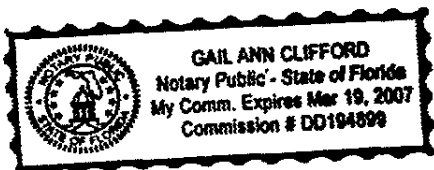
- A. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
- B. IN WITNESS WHEREOF, the undersigned, being the authorized representative of the initial members of the Company, has executed these Articles of Organization and certified to the truth of the facts herein stated this 20th day of October, 2003.


 Daniel C. Robinson, Organizer

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 03 OCT 22 AM 11:33
 STATE OF FLORIDA
 TALLAHASSEE
 COUNTY OF BREVARD

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 20 day of October, 2003, by Daniel C. Robinson, who has produced FOPC as identification, and who executed the foregoing Articles of Organization for the purposes expressed therein.




 Notary