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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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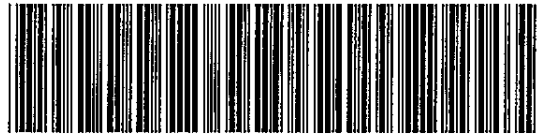
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/03/06--01027--094 44160,00

EFFECTIVE DATE
05/01/06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY -3 PM 2:56

J. BRYAN MAY 12 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Henley Natural Brands
(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:

Steven M. Henley

(Name of Person)

Henley Natural Brands

(Firm/Company)

10509 Fire Oak Ct

(Address)

Riverview, FL 33569

(City/State and Zip Code)

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CLERK OF COURTS
DIVISION OF CORPORATIONS
06 MAY -3 PM 2:56

For further information concerning this matter, please call:

Steven M. Henley at (813) 741-3111
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Henley Natural Brands, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

10509 Fire Oak Ct
Riverview, FL 33569

Mailing Address:

10509 Fire Oak Ct
Riverview, FL 33569

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Steven M. Henley

Name

10509 Fire Oak Ct

Florida street address (P.O. Box **NOT** acceptable)

Riverview, FL 33569

FL

City, State, and Zip

EFFECTIVE DATE

05/01/06

Having been named as 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 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 registered agent as provided for in Chapter 608, F.S.

Steven M. Henley

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Steven M. Henley

10509 Fire Oak Ct

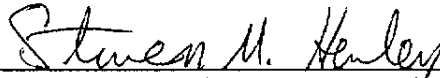
Riverview, FL 33569

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY -3 PM 2:56

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: May 1st, 2006. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

Steven M. Henley

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)