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TALLAHASSEE, FLORIDA

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July 16, 2004

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: *Articles of Dissolution for Nature's Harvest, Inc.*
Document No. N24473

Dear Sir or Madam:

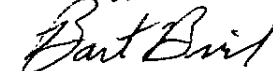
Please find enclosed the original and one copy of the Articles of Dissolution along with a copy of the Plan of Liquidation and Distribution of Assets for the above referenced corporation being submitted for filing. Our check is enclosed for the following items:

\$ 35.00	Filing Fee
<u>8.75</u>	Certified copy
\$ 43.75	Division of Corporations

Upon the filing of the Articles, please mail the certified copy to us in the envelope provided.

Should you have any questions or require additional information, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,



Bart A. Brink

BAB/ljk
Enclosures

ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is **Nature's Harvest, Inc.**

SECOND: Adoption of dissolution

The resolution requiring dissolution of Nature's Harvest, Inc. was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

Signed this 12th day of July, 2004.

Signature Barbara Bingnear
Barbara Bingnear, President

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***PLAN OF LIQUIDATION AND DISTRIBUTION
OF ASSETS OF NATURE'S HARVEST, INC.***

Authorization for Dissolution

1. Pursuant to a written consent of even date herewith, all of the members of ***NATURE'S HARVEST, INC.*** (hereafter, the "Corporation") and all of the members of the Board of Directors of the Corporation adopted a resolution that the Corporation be dissolved.

Approval and Adoption of the Plan

2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which ***NATURE'S HARVEST INC.***, a Florida not-for-profit corporation shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed pursuant to the Corporation's Articles of Incorporation and Bylaws to charitable organizations, as provided below. This plan shall become effective on the date set forth below, as approved by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "Effective Date."

Cessation of Business

3. After the Effective Date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution. If necessary, the Corporation shall maintain a bank account to provide for the receipt and payment of receivables and payables.

Sale of Assets

4. After the Effective Date, the Board of Directors and the Officers of the Corporation may sell all of the assets of the Corporation. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Corporation. The Board of Directors and the officers of the Corporation may execute any instruments that are necessary to transfer title to the property and assets.

Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to the shareholders, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation.

The Corporation may set aside a sum of cash to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to charitable organizations, as provided below.

Distribution of Assets

6. After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to an organization similar to the Corporation, as determined in the sole discretion of the Board of Directors, not-for-profit, or to an organization which has qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code for a public purpose.

Powers of Directors and Officers

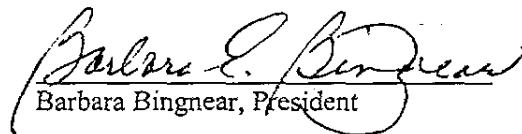
7. The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete

liquidation of the Corporation and its dissolution, including the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Effective Date

8. The Effective Date of this Plan shall for all purposes be July 7, 2004, notwithstanding any date of execution or filing; and in no event shall the liquidation continue beyond July 15 2004, without the express authorization of the Board of Directors.

IN WITNESS WHEREOF, the undersigned President has executed this Plan of Liquidation and Dissolution on behalf of the Corporation this 7th of July, 2004.


Barbara Bingnear, President