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NORTH TAMPA LAW CENTER

of Gregory Paules, P.A.

Attorney At Law

FILED

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12421 N. Florida Avenue
Suite B-122
Tampa, Florida 33612

00 JUN 14 AM 11: (813) 935-3834
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 12, 2000

06/12/00

Corporate Records Bureau
Division of Corporation
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Acorn Apothecary, Inc.

0000003288830-7

06/14/00-01068-001

*****87.50 *****87.50

Dear Person:

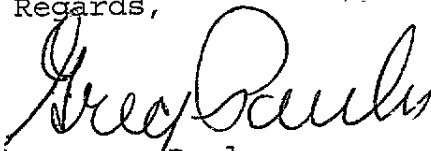
Enclosed please find Articles of Incorporation for the subject corporation and our check in the amount of \$87.50 to cover the following:

Filing Fee	\$70.00
Fee for Certificate	\$ 8.75
Certification Fee	\$ 8.75

Total: \$87.50

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Regards,



Gregory Paules
Attorney at Law

GP/bkb
Enclosures

6/20/00

ARTICLES OF INCORPORATION

OF

ACORN APOTHECARY, INC.

FILED

00 JUN 14 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

EFFECTIVE DATE

ARTICLE I - NAME

06/12/00

The name of the Corporation shall be:

ACORN APOTHECARY, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any and all phases of selling herbs and natural products and any other business permitted under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7000 shares of 1.00 par value common stock, which should be designated "Common Shares".

These Articles of Incorporation have been prepared by:
NORTH TAMPA LAW CENTER OF GREGORY PAULES, P.A.
12421 North Florida Avenue
Suite B-122
Tampa, Florida 33612
Telephone No. (813) 935-1704

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$500.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The business address of the initial registered office of the Corporation is:

8400 49TH Street North
Apartment No. 1205
Pinellas Park, Florida 33781

The name of the initial registered agent of this Corporation at the above address is:

RACHEL RATLEDGE

ARTICLE VII - PRINCIPAL OFFICE

The address of the Corporation's principal office is:

8400 49TH Street North
Apartment No. 1205
Pinellas Park, Florida 33781

ARTICLE VIII - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders, but there shall never be less than one.

ARTICLE IX

The names and street addresses of the members of Board of Directors are as follows:

REBECCA CRAIG
2868 1/2 21ST Avenue North
St. Petersburg, Florida 33713

RACHEL RATLEDGE
8400 49TH Street North, Apartment No. 1205
Pinellas Park, Florida 33781

ARTICLE X - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

REBECCA CRAIG
2868 1/2 21ST Avenue North
St. Petersburg, Florida 33713

ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or this Corporation. The price and terms of which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XIII - ADOPTION OF BY LAWS


A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the by laws and the transaction of such business as may come before the meeting.

ARTICLE XIV - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this

reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed
my seal to these Articles of Incorporation, on this 12th day of June
2000.




REBECCA CRAIG

STATE OF FLORIDA

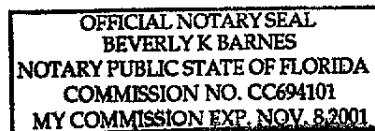
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, REBECCA
CRAIG, being first duly sworn, deposes and says that she is the
individual subscribed in and who executed the foregoing Articles of
Incorporation and acknowledged before me that she executed same for the
purpose therein expressed.

WITNESS my hand and official seal in the above named County and
State this 12th day of June, 2000.



NOTARY PUBLIC, STATE OF FLORIDA



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


00 JUN 14 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

ACORN APOTHECARY, INC., desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Articles
of Incorporation at Pinellas Park, County of Pinellas, State of Florida,
has named RACHEL RATLEDGE, 8400 49th Street North, Apartment No. 1205,
Pinellas Park, Florida 33781 at that address, as its agent to accept
service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
Corporation, at the place designated in this certificate, I hereby agree
to act in this capacity and agree to comply with the provision of said
Act relative to keeping open said office.



RACHEL RATLEDGE