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OF COUNSEL
DAVID L. DENKIN, ESQ.
JOSE D. PORTELA, ESQ.
DENNIS N. URBANO, ESQ.

August 15, 2000

Florida Department of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

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-08/21/00--01079--008
122.50 **78.75

Re: *Articles of Incorporation of Earth Naturals, Inc.*

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Earth Naturals, Inc.

Also enclosed is a check in the amount of \$122.50 which represents your filing fees of \$35.00, certified copy fee of \$52.50 and the fee for designation of registered agent of \$35.00.

After filing, kindly return the certificate of incorporation and certified copy of the Articles of Incorporation to the above address.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,

John A. Jabro

JAJ/lrm
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 21 AM 8:06

FILED

REGISTERED

AUG 25 2000

ARTICLES OF INCORPORATION
OF
EARTH NATURALS, INC.

ARTICLE I - NAME

The name of the corporation is:

EARTH NATURALS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is: 201 Nautilus Drive, Islamorada, Florida 33036.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Helga Andrews, 201 Nautilus Drive, Islamorada, Florida 33036.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Article is: Helga Andrews, 201 Nautilus Drive, Islamorada, Florida 33036.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 1st day of August, 2000.

Helga Andrews

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 1st day of August, 2000, by Helga Andrews, (X) who is personally known to me or () produced _____ as identification.

JOHN A. JABRO
Notary Public - State of Florida
My Commission Expires Jun 18, 2003
Commission # CC 835975

John A. Jabro
Notary Public
Print Name:
My Commission Expires:

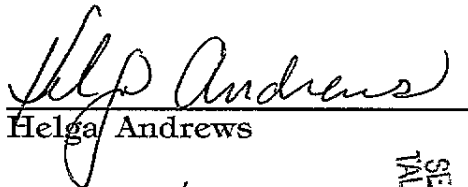
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with
Section 48.091 and Section 607.0501, Florida Statutes:

EARTH NATURALS, INC., desiring to organize under the laws
of the State of Florida with its principal office as indicated in the
Articles of Incorporation at 201 Nautilus Drive, Islamorada, Florida
33036, Monroe County, State of Florida, names as its agent to accept
service of process within this State: EARTH NATURALS.

ACKNOWLEDGMENT

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



Helga Andrews

Date: 8/1/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 21 AM 8:06

FILED