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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/22/00--01063--005
*****87.50 *****87.50

SUBJECT: NATURAL CARE PRODUCTS, INC.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

$87.50 for the Filing Fee, Certified Copy & Certificate of Status.

FROM: Jesse A. Rodriguez, Esquire
One Centennial Square
Haddonfield, New Jersey 08033
(856) 616-2617

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FILED
00 AUG 22 AM 10: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-28

ARTICLES OF INCORPORATION

OF

NATURAL CARE PRODUCTS, INC.

FILED
00 AUG 22 AM 10: 0
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Natural Care Products, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 7466 Cape Girardeau Street, Englewood, Florida 34224.

The mailing address, wherever located, of the corporation is 7466 Cape Girardeau Street, Englewood, Florida 34224.

THIRD: The number of shares that the corporation is authorized to issue is 2,500, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 7466 Cape Girardeau Street, Englewood, Florida 34224.

The name of the initial registered agent of the corporation at the said registered office is Winsor G. Eveland.

FIFTH: The name and the address of the incorporator are:

NAME	ADDRESS
Jesse A. Rodriguez, Esquire	One Centennial Square Haddonfield, New Jersey 08033

SIXTH: The names and addresses of the Directors are:

NAME	ADDRESS
Winsor G. Eveland	7466 Cape Girardeau Street Englewood, Florida 34224
Rexh Xhakli	1060 Briar Way Fort Lee, New Jersey 07024

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the corporation is organized are as follows:

To produce and market health food items; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TWELFTH: The corporate existence of the corporation shall begin on August 14, 2000.

Signed on August 14, 2000

Jesse

Jesse A. Rodriguez, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Date: August 14, 2000

By: ______________________

Winsor G. Eveland

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