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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEDERAL EXPRESS

October 12, 2001

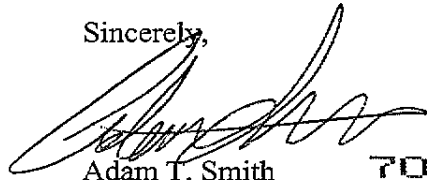
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

PLANET ORGANIC, INC.

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee, registered agent fee and certified copy fee. Please return the certified copy of the Articles of Incorporation to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at (305) 860-7361.

Sincerely,



Adam T. Smith

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**ARTICLES OF INCORPORATION
OF
PLANET ORGANIC, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Planet Organic, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock with a par value of \$0.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be Lawrence M. Schantz, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until

his earlier resignation or removal from office is: Joel Schantz, 3119 NW 101 Place, Miami, Florida 33172.

ARTICLE VII

The name and address of the Incorporator of the Corporation is: Lawrence M. Schantz, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VIII

The principal business address and mailing address of the Corporation shall be: 3119 NW 101 Place, Miami, Florida 33172.

Executed at Miami, Florida this ___th day of October, 2001.

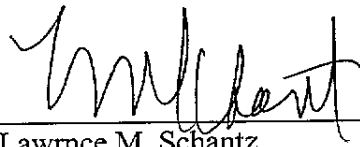


Lawrence M. Schantz, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Planet Organic, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this __th day of October, 2001.



Lawrence M. Schantz,
Registered Agent

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TALLAHASSEE, FLORIDA