

P02000001870

December 28, 2001

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

600004750586--6
-01/04/02--01012--013
*****78.75 *****78.75

**RE: Heartland Organics, Inc.
Articles of Incorporation**

Dear Sir/Madam:

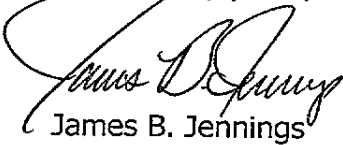
I am enclosing herewith the original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 payable to the Department of State, is enclosed which represents the following fees:

Filing Fee	\$35.00
Certificate	\$ 8.75
Registered Agent Fee	<u>\$35.00</u>
Total	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a date stamped copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Respectfully yours,


James B. Jennings

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -4 PM 3:35

1-7-02
WCC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -4 PM 3:35

ARTICLES OF INCORPORATION
OF
HEARTLAND ORGANICS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is: **HEARTLAND ORGANICS, INC.**

ARTICLE II - ADDRESS

The street address of the initial principal office and the mailing address of the corporation is: **15765 SW 206th Avenue, Miami, Florida 33187.**

ARTICLE III - NUMBER OF SHARES

The number of shares the corporation is authorized to issue is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - DURATION

The period of duration of this Corporation is perpetual.

ARTICLE V - NATURE OF BUSINESS

The purposes for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida and to carry on in any capacity any business or trade deemed legal in the State of Florida or any other state, country, territory or nation.

ARTICLE VI - DIRECTORS/OFFICERS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director and officers, who shall hold office until the organization meeting of this Corporation and/or until any successor is elected are:

JAMES B. JENNINGS, Director and President
15765 SW 206th Avenue, Miami, Florida 33187

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is: **JAMES B. JENNINGS, 15765 SW 206th Avenue, Miami, Florida 33187**


ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is: **JAMES B. JENNINGS, 15765 SW 206th Avenue, Miami, Florida 33187**

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator of **HEARTLAND ORGANICS, INC.** has executed these Articles of Incorporation on December 28, 2001.

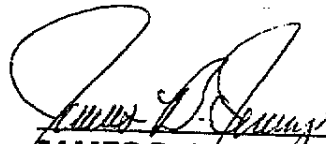

JAMES B. JENNINGS,
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -4 PM 3:35

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned **JAMES B. JENNINGS**, having been designated and named as registered agent for **HEARTLAND ORGANICS, INC.**, and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, do hereby accept the appointment as registered agent for said corporation 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.

Dated: December 28, 2001



JAMES B. JENNINGS,
Registered Agent