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CHARLES S. DAYHOFF III
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January 30, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

900004851729--7
-01/31/02--01097--001
*****70.00 *****70.00

Re: Articles of Incorporation
Greensprings Health Stores, Inc.

Dear Sir/Madam:

Please find enclosed each of the following:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate Designating Registered Office for the Service of Process Within the State of Florida, and Naming the Registered Agent Upon Whom Process May be Served.
3. A check in the sum of \$70.00 for your filing fee.

Please file the above documents and return a "file stamped" copy to me as soon as possible by Federal Express. I have enclosed a Federal Express Airbill for the return of the file stamped Articles of Incorporation.

Thanking you in advance for your cooperation, I am

Sincerely yours,


CHARLES S. DAYHOFF III

CSD:bf
Enclosures
cc: Melissa B. Richeson
02-1877-DC

FILED STATE
SECRETARY OF CORPORATIONS
02 JAN 31 PM 2:45

1-5-02
AL

ARTICLES OF INCORPORATION
OF
GREENSPRINGS HEALTH STORES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 31 PM 2:45

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **GREENSPRINGS HEALTH STORES, INC.**

2. **Principal Office/Mailing Address.** The principal office of the corporation is 2101 Sunnydale Boulevard, Suite A, Clearwater, Florida 33765. The mailing address of the corporation is 2101 Sunnydale Boulevard, Suite A, Clearwater, Florida 33765.

3. **Duration.** The period of its duration shall be perpetual.

4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III, ESQUIRE
3830 Tampa Road, Suite 150
Palm Harbor, Florida 34684

7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Name

Address

MELISSA B. RICHESON

2101 Sunnydale Boulevard, Suite A
Clearwater, FL 33765

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Name

Address


MELISSA B. RICHESON

2101 Sunnydale Boulevard, Suite A
Clearwater, FL 33765

9. **Amendment of Articles.** 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of January, 2002.

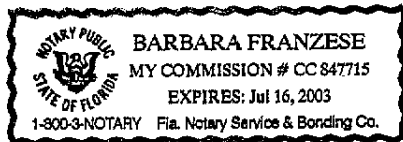

MELISSA B. RICHESON
INCORPORATOR


CHARLES S. DAYHOFF III
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of January, 2002, by **MELISSA B. RICHESON**, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.



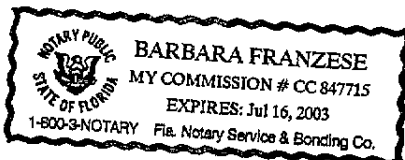
Barbara Franze

NOTARY PUBLIC – STATE OF FLORIDA
Print Name: BARBARA FRANZESE

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of January, 2002, by **CHARLES S. DAYHOFF III**, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.



Barbara Franze

NOTARY PUBLIC – STATE OF FLORIDA
Print Name: BARBARA FRANZESE

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 31 PM 2:46

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That **GREENSPRINGS HEALTH STORES, INC.**, desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Clearwater, State of Florida, has named **CHARLES S. DAYHOFF III**, 3830 Tampa Road, Suite 150, Palm Harbor, FL 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: January 30, 2002.

GREENSPRINGS HEALTH STORES, INC.,
a Florida corporation

By: Melissa B. Richeson
Melissa B. Richeson, President

Having been named to accept service of process for the above-stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 30, 2002.

Charles S. Dayhoff III
CHARLES S. DAYHOFF III
REGISTERED AGENT