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ROBERT A. DULBERG, ESQUIRE

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Certified Civil, Family & Federal Mediator

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February 25, 2002

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

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*****70.00 *****70.00

Re: *Dr. Herb's Naturals, Inc.*

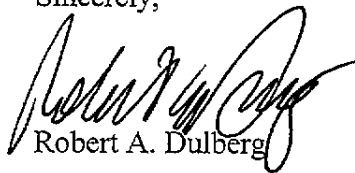
Dear Sir or Madam:

Enclosed please find the following in connection with the above referenced matter:

1. original and one copy of the Articles of Incorporation of Dr. Herb's Naturals, Inc.;
2. check payable to the Department of State in the sum of \$70.00 representing the filing fee and registered agent fee;
3. stamped, self-addressed envelope for return of a stamped copy of the filed Articles of Incorporation..

Kindly file the original Articles of Incorporation and return a copy to the undersigned in the enclosed envelope. Please feel free to call me if you have any questions or require additional information.

Sincerely,


Robert A. Dulberg

RAD:sv
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

DR. HERB'S NATURALS, INC.

The undersigned elects to form a corporation in accordance with Florida Statute 607.0202 of the Florida Business Corporation Act as follows:

ARTICLE I
NAME

The name of the Corporation shall be **DR. HERB'S NATURALS, INC.**

ARTICLE II
EXISTENCE

The existence of the Corporation shall be perpetual commencing upon filing of these Articles with the Department of State.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses of the Corporation is to engage in any activity, business or enterprise permitted by the laws of the United States and of the State of Florida.

ARTICLE IV
SHARES

The aggregate number of shares which the Corporation shall have authority to issue is five hundred (500) shares with a par value of \$1.00 per share.

ARTICLE V
INITIAL OFFICE

The street address of the initial office of the Corporation shall be:

c/o Herbert Ross
One Century Lane, No. 605
Miami Beach, FL 33139

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
DIRECTORS

The number of directors constituting the initial board of directors shall be one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The person named as initial director shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The name of the person who shall serve as the initial director is:

NAME

HERBERT ROSS

ADDRESS

One Century Lane, No. 605
Miami Beach, FL 33139

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

ROBERT A. DULBERG, ESQ.
9100 S. Dadeland Blvd., Suite 400
Miami, Florida 33156

ARTICLE VIII
REGISTERED AGENT

The name and address of the initial Registered Agent is:

ROBERT A. DULBERG, ESQ.
9100 S. Dadeland Blvd., Suite 400
Miami, Florida 33156

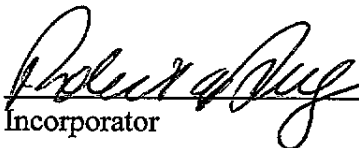
ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

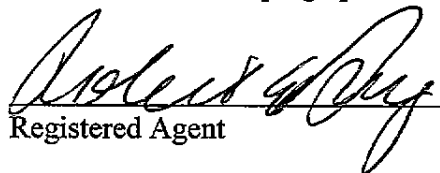
The undersigned, being the Incorporator for the purpose of forming this Corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 25th day of February, 2002.


Incorporator

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.


Registered Agent