

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Living Greens Inc

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*****78.75 *****78.75

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DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
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Name _____

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 31

ARTICLES OF INCORPORATION

OF

LIVING GREENS, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 31 PM 12:17

ARTICLE I
NAME

The name of this corporation is LIVING GREENS, INC. located at 205 McLeod Street, Merritt Island, Florida 32953.

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida or such other State or jurisdiction in which the corporation may qualify to transact business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$.10 par value voting common stock.

ARTICLE V
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 205 McLeod Street, Merritt Island, Florida 32953, and the name of the initial registered agent of this corporation at that address is DEBORAH TRACY.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with applicable law, the Bylaws or agreement, but shall never be less than one. The name and address of the initial directors of LIVING GREENS, INC. are:

<u>NAME</u>	<u>ADDRESS</u>
DEBORAH TRACY	205 McLeod Street Merritt Island, Florida 32953
KELLY GUION	205 McLeod Street Merritt Island, Florida 32953

ARTICLE VIII
INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
DEBORAH TRACY	205 McLeod Street Merritt Island, Florida 32953
KELLY GUION	205 McLeod Street Merritt Island, Florida 32953

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI
COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

ARTICLE XII
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by § 607.0850, *Florida Statute*, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, 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, agreement, vote of stockholders 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.

ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto as provided by applicable law, and any right conferred upon the shareholders is subject to this reservation.

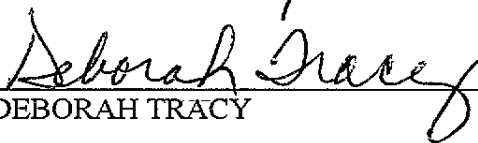
ARTICLE XIV
I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to § 1244, *Internal Revenue Code* of 1986.

ARTICLE XV
SUBCHAPTER "S" ELECTION

It is the intent of the Incorporators to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on May 29, 2002.


DEBORAH TRACY


KELLY GUION

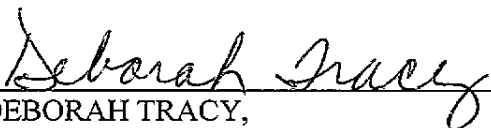
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to § 48.091, *Florida Statutes*, the following is submitted in compliance with said Act:

First, that LIVING GREENS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in Brevard County, at 205 McLeod Street, Merritt Island, Florida 32953, has named DEBORAH TRACY, located at 205 McLeod Street, Merritt Island, Florida 32953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DEBORAH TRACY,
Registered Agent

Dated: May 29, 2002.

*FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY 31 PM 12:17