

ILENE F. TUCKFIELD, ESQ.
ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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October 8, 2002

Secretary of State
PL-02 The Capitol
Tallahassee, Florida 32399-0250

RE: Emerald Garden Natural Health Consulting, Inc.

Dear Sir or Madam:

Enclosed please find the following:

1. Articles of Incorporation for the corporation, **EMERALD GARDEN NATURAL HEALTH CONSULTING, INC.**
2. Check in the amount of \$122.50 representing the filing fee.
3. Self-addressed stamped envelope.

Please send the certified copy of the Articles to the undersigned in the envelope provided.

Sincerely yours,



Ilene F. Tuckfield, Esq.

IFT:jep
Enclosure
cc: Carol Shill, w/encl.

10-16-02


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EMERALD GARDEN NATURAL HEALTH CONSULTING, INC.**

ARTICLE I

NAME

The name of this corporation is: **EMERALD GARDEN NATURAL HEALTH CONSULTING, INC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation is:

16800 SW 74th Court
Miami, Florida 33157

ARTICLE III

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 12720 SW 147 Street, Miami, Florida 33186, and the name of the registered agent of this corporation is Ilene F. Tuckfield, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 (one) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and addresses of the initial directors of this corporation are:

1. Carol F. Shill, 16800 SW 74thCourt, Miami, Florida 33157, as President of this Corporation with 100% interest in said corporation.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Carol F. Shill, 16800 SW 74thCourt, Miami, Florida 33157.

ARTICLE IX

BYLAWS

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

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

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ARTICLE XI

AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

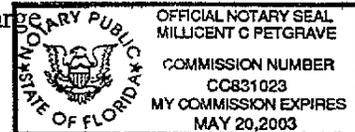
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4 day of October, 2002.

C. J. Matt
Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 4th day of October, 2002.

Millicent G. Petgrave
NOTARY PUBLIC
State of Florida at Large

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Emerald Garden Natural Health Consulting, Inc., at the place designated in the Articles of Incorporation, **Ilene F. Tuckfield, Esq.**, whose address is **12720 SW. 147 Street, Miami, Florida 33186**, agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, Fla. Stat. (1981) relative to keeping open such office until such time as she shall notify the corporation of her resignation.

DATED in Miami-Dade County, Florida on 10/8/02, 2002.

Ilene F. Tuckfield
Ilene F. Tuckfield, Esq. Registered Agent