

AFFIDAVIT

CHARTER # P00000029049

I have no intentions of revoking the dissolution and assigne the name

TO:

ASSIGNMENT made this date, 3/3/2004 by Assignor to Assignee.

Assignor: Jennifer Noyes
Address: 112 16th Street ~~DAVE~~
St. Petersburg, FL 33704

Assignee: Deana Roland
Address: 5200 Brittany Drive So., #601
St. Petersburg, FL 33715

The Assignor does hereby sell, transfer and assign to the Assignee all the Assignor's rights, title, and interest in and to the COMPANY NAME heretofore secured by the Assignor for the following business:

Business: STILLPOINT FINE BOTANICALS, INC.
Address: 303 North Willow Avenue
City, State Tampa, Florida 33606

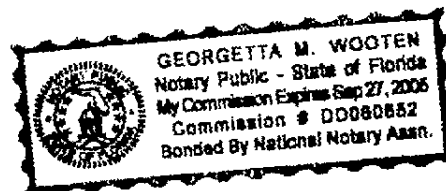
Assignor

State of Florida, Pinellas County

Subscribed and sworn before me on the 3rd day of March, 200 4

Notary Public

(seal)



**Electronic Articles of Incorporation
For**

P04000051151
FILED
March 15, 2004
Sec. Of State
FCHESSE

STILLPOINT FINE BOTANICALS INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

STILLPOINT FINE BOTANICALS INC

Article II

The principal place of business address:

303 NORTH WILLOW AVENUE
TAMPA, FL. 33715

The mailing address of the corporation is:

303 NORTH WILLOW AVENUE
TAMPA, FL. 33715

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2000

Article V

The name and Florida street address of the registered agent is:

DEANA G ROLAND
5200 BRITTANY DRIVE SOUTH
UNIT #601
ST. PETERSBURG, FL. 33715

I certify that I am familiar with and accept the responsibilities of registered agent.

**P04000051151
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Registered Agent Signature: DEANA G. ROLAND

Article VI

The name and address of the incorporator is:

DEANA G. ROLAND
5200 BRITTANY DRIVE SOUTH
UNIT #601
ST. PETERSBURG, FL 33715

Incorporator Signature: DEANA G. ROLAND

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DEANA G ROLAND
5200 BRITTANY DRIVE SOUTH, UNIT #601
ST. PETERSBURG, FL. 33715