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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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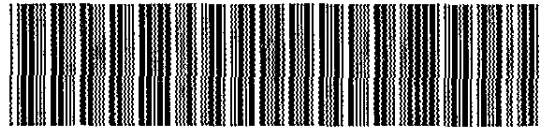
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/26/04--01029--005 **87.50

FILED

04 MAR 10 2004

~~W01 17-704~~
5-10

Backyard Spice, Inc.
9660 Village View Blvd., Apt. 201
Bonita Springs, Florida 34135

March 10, 2004

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

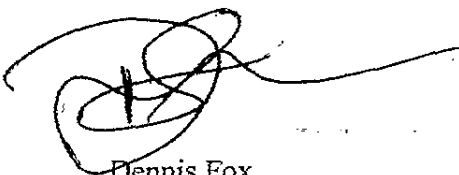
Transmittal Letter

Proposed Corporate Name: Backyard Spice, Inc.

Enclosed is an original and (1) copy of the article of incorporation and a check for:

- (i) \$87.50 – Filing Fee, certified copy & Certificate of status

Sincerely,

A handwritten signature in black ink, appearing to be "Dennis Fox", with a stylized flourish extending to the right.

Dennis Fox
President/Treasurer

bk/df

cc: File



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 1, 2004

DENNIS FOX
9660 VILLAGE VIEW BLVD
APT 201
BONITA SPRINGS, FL 34135

SUBJECT: BACKYARD SPICE INC.
Ref. Number: W04000012784

We have received your document for BACKYARD SPICE INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 204A00021376

ARTICLES OF INCORPORATION
Of
Backyard Spice Inc.

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Backyard Spice, Inc.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is 9660 Village View Blvd., Unit 201, Bonita Springs Florida 34135. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

ARTICLE III
SHARES

The Corporation is authorized to issue only one class of shares of stock, which shall be, designated Common Stock. The total number of shares, which the corporation shall have authority to issue, is 100,000 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Bryan S. Kerr
Kerr & Kerr LLP
9924 SW 156 Ct.
Dade County
Miami, FL 33196

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

FILED
04 MAY 13 AM 11:55
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
Of
Backyard Spice Inc.


Bryan S. Kerr, Partner
KERR & KERR LLP

04-25-04
Date

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in all lawful business for which corporations may be incorporated under the laws of the state of Florida.

ARTICLE VI
DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII
OPERATING PROVISIONS

The provisions for the operation, regulations, and management of the business and initial affairs of the corporation shall be as set forth in the bylaws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the corporation shall be from January 01 of each year to December 31 of each year.

ARTICLE IX
DIRECTORS

The name and residence address of the person constituting the initial board of directors is:

Dennis S. Fox
President / Treasurer
9660 Village View Blvd., Unit 201
Bonita Springs, Florida 34135

ARTICLES OF INCORPORATION
Of
Backyard Spice Inc.

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE X
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding because of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation fully permitted by law.

ARTICLE XI
OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.


Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is

ARTICLES OF INCORPORATION
Of
Backyard Spice Inc.

made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Certification


We, the undersigned, certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.


Dennis S. Fox *Florida ID No. F200-177-70-055-0*
President/Treasurer *Exp 6/17/06*

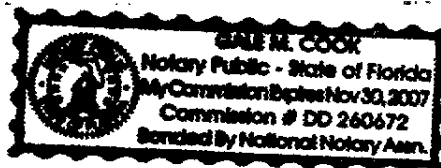
State of Florida,
County of *Dade*, *Collier*

Before me, the undersigned authority, on this day personally appeared **Dennis S. Fox**. This individual presented Florida ID No. F200-177-70-055-0 or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this March day of 23rd, 2003.


Notary Public in and for the state of Florida

My Commission Expires: 11/30/2007



FILED
04 MAY 10 AM 11:50
TALLAHASSEE, FLORIDA