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Office Use Only

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# TRANSMITTAL LETTER

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

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:				
\$70.00 Filing Fee	S78.75 Filing Fee & Certificate of Status	□ \$78.75 Filing Fee & Certified Copy  ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED	
FROM: D.C. Willemson Name (Printed or typed)				
4137 Plymouth Surrento to				
Apopha, 12L 32712 City, State & Zip				
Daytime Telephone number				

NOTE: Please provide the original and one copy of the articles.

Patrick C. Willemsen 4137 Plymouth Sorrento Road Apopka, FL 32712

Apopka, 2 June 2004

Florida Department of State Divisions of corporations Mrs. Tammy Hampton PO Box 6327 Tallahassee, FL 32314

Subject: filling corporate documents ref number: W04000020522

Dear mrs. Hampton,

As discussed on the phone, the corporation's principal office address is in the last sentence in article 5 on the second page.

Looking forward to receive the confirmation on this filling

Best Regards,

Patrick Willemsen Phone (321) 239 8977



## FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 26, 2004

P C WILLEMSEN 4137 PLYMOUTH SORRENTO RD APOPKA, FL 32712

SUBJECT: BOTANIC WORLD INTERNATIONAL, INC.

Ref. Number: W04000020522

We have received your document for BOTANIC WORLD INTERNATIONAL, 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):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6855.

Tammy Hampton Document Specialist New Filings Section

Letter Number: 204A00036889

# ARTICLES OF INCORPORATION OF BOTANIC WORLD INTERNATIONAL, INC.

#### ARTICLE I - NAME

The name of this Corporation shall be BOTANIC WORLD INTERNATIONAL, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities and/or business permitted under the Laws of The United States and of The State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding, at any time, is One Hundred Million (100,000,000) shares of Common Stock having a Par Value of \$0.001 per share. The maximum number of Preferred Stock shares which this Corporation is authorized, in addition to the Common Stock shares, is Twenty Million (20,000,000) shares of Preferred Stock with a Par Value of One (\$1.00) Dollar per share, bearing a Ten (10%) Percent Interest for a period not to exceed Two (2) Years, and may be convertible at any time, at the option of the Corporation, to the Common Stock of the Corporation on a One to One basis. The Corporation, at its option, may issue either convertible Class A Warrants, and/or Class B Warrants with a defined conversion rate and conversion time, to be determined by the Corporation, with a One to One conversion basis to the Common Stock of the Corporation, and as determined by the Corporation.

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 4137 Plymouth Sorrento Road, Apopka, Florida 32712, Telephone: (321) 239-8977, and the initial registered agent shall be PATRICK C. WILLEMSEN, who upon having accepted this designation,

agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office address of this Corporation shall be 4137 Plymouth Sorrento Road, Apopka, Florida 32712.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of Three (3) Members. The number of Directors may be increased or decreased from time to time by the vote of the stockholders, but in no case shall the number of Directors be less than (1) nor more than eleven (11). The name and address of the Director constituting the initial Board of Directors is:

#### **NAME**

## **ADDRESS**

PATRICK C. WILLEMSEM

4137 Plymouth Sorrento Road, Apopka, Florida 32712.

#### ARTICLE VII - INCORPORATION

The name and street address of the person signing these Articles of Incorporation is:

PATRICK C. WILLEMSEN
4137 Plymouth Sorrento Road, Apopka, Florida 32712

Incorporator

STATE OF FLORIDA

**3 3** 

COUNTY OF DADE

The forgoing ARTICLES OF INCORPORATION were acknowledged before

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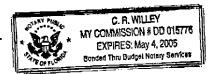
Day of May, 2004, PATRICK C. WILLEMSEN,

as Incorporator.

C.R. WILLEY

NOTARY PUBLIC, STATE OF FLORIDA AT -LARGE

-- Stamp--



# ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BOTANIC WORLD INTERNATIONAL, INC., designated in the ARTICLES OF INCORPORATION, PATRICK C. WILLEMSEN agrees to act in this capacity, and agrees to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open such an office.

Date: May 2(\_\_, 2004.

PATRICK C. WILLEMSEN Registered Agent

PATRICK C. WILLEMSEN 4137 Plymouth Sorrento Road Apopka, Florida 32712 (321) 239-8977

3 of 3 Pages.