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W04-29566
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Law Offices

John Paul Howard

3811 Blanding Boulevard, Suite 3
P.O. Box 7189
Jacksonville, FL 32238-0189
(904) 779-6636
FAX (904) 779-6827
E-Mail Address: howardat@bellsouth.net

August 6, 2004

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

RE: Parsley Green Farms, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Parsley Green, Inc. together with the Certificate of Designation - Registered Agent/Registered Office.

You have our check for \$78.75 we sent you on our previous application which was returned. Copy enclosed.

Very truly yours,


JOHN PAUL HOWARD

JPH/rlc
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED

04 AUG 31 AM 11:43

August 3, 2004

JOHN P HOWARD
3811 BLANDING BLVD STE 3
P.O. BOX 7189
JACKSONVILLE, FL 32238-0189

SUBJECT: MORNING MIST FARMS, INC.
Ref. Number: W04000029566

We have received your document for MORNING MIST FARMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 604A00048337

ARTICLES OF INCORPORATION

OF

PARSLEY GREEN FARMS, INC.

FILED
JAN 11 1960
JACKSONVILLE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is PARSLEY GREEN FARMS, INC. and its principal place of business shall be located at 3147 Dellwood Avenue, Jacksonville, Florida 32205.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at no par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3147 Dellwood Avenue, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is GAIL LINDA HENKE

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until his successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| GAIL LINDA HENKE | 3147 Dellwood Avenue Jacksonville, FL 32205 |

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

| <u>Name</u> | <u>Address</u> |
|--|--|
| GAIL LINDA HENKE President Secretary/Treasurer | 3147 Dellwood Avenue Jacksonville, FL 32205 |

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| GAIL LINDA HENKE | 3147 Dellwood Avenue Jacksonville, FL 32205 |

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 11, 2004


GAIL LINDA HENKE

Incorporator

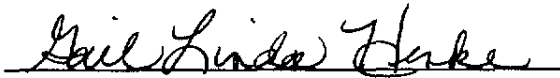
CERTIFICATE DESIGNATING PLACE AND NAMING AGENT

UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PARSLEY GREEN FARMS, INC., desiring to organize or qualify under the laws of the State of Florida, has named GAIL LINDA HENKE, located at 3147 Dellwood Avenue, Jacksonville, FL 32205, as its agent to accept service of process within Florida.

Dated: August 11, 2004.


GAIL LINDA HENKE

Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 11, 2004.


GAIL LINDA HENKE

Registered Agent

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STATE
JACKSONVILLE, FLORIDA