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SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/2/04

Healthy Portion , Inc.

Amanda K. Thomas , President

**P O Box 280
Dover , FL 33527
(813) 685-2983**

September 27 , 2004

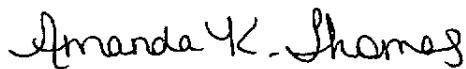
Secretary of State
Division of Corporations
P O Box 6327
Tallahassee , Florida 32314

To Whom It May Concern :

Please note that I have enclosed the corporate articles for Healthy Portion, Inc.. Please note that I have also enclosed \$78.75 for the corporate fee and certification verification.

Please return the certified articles to the above address. Thank you for your help in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Amanda K. Thomas".

Amanda K. Thomas
President

**ARTICLES OF INCORPORATION
OF
Healthy Portion , Inc.**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes, ("Florida Business Corporation Act ") , hereby adopts the following Articles of Incorporation :

ARTICLE I: NAME AND ADDRESS

The name of the corporation shall be : Healthy Portion , Inc. and its
principle place of business address shall be: 9426 Barrington Oaks Dr.,
Dover , FL 33527.

ARTICLE II: SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand shares of capital stock of the par value or One-Dollar per share, all of which shall have full rights and privileges, including full voting rights, full participation in dividends, whether paid in cash or in rights, and all other rights and privileges normally and usually pertaining to the handling of the basic stock of a corporation.

ARTICLE III: TERM OF EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law. .

ARTICLE IV: INCORPORATOR

The name and address of the incorporator (a resident of Florida) and subscriber to the Articles of Incorporation is as follows:

Amanda K. Thomas
9426 Barrington Oaks Dr.
Dover , FL 33527

ARTICLE V: BOARD OF DIRECTORS

By-Laws of the corporation are to be made, altered or rescinded upon a two-thirds vote of the shareholders present at any regular business meeting, or at a special meeting called for that purpose, after due written notice to all shareholders. The by-laws of the corporation set forth the method for electing officers of the corporation. This method is subject to change based on a two-thirds vote of the membership as noted above. The initial Board of Directors of the corporation shall be:

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TALLAHASSEE FLORIDA

Amanda K. Thomas President / Treasurer
9426 Barrington Oaks Dr.
Dover , FL 33527

Paula O. Thomas Vice President / Secretary
9426 Barrington Oaks Dr.
Dover , FL 33527

ARTICLE VI: AMENDMENTS

These Article of Incorporation may be altered, changed, or amended by two-thirds vote of the shareholders present at any regular business meeting called for that purpose, provided that proper notice has been given and that such proposed alterations, changes, or amendments have been submitted in writing to the shareholders for their consideration at a regular meeting or a called special meeting for that purpose prior to their adoption. The said changes, alterations or amendments to the Articles of Incorporation must also be forwarded to the Secretary of State and filed and approved by that office before same shall become effective.

ARTICLE VII - REGISTERED AGENT

Pursuant to Section 48.091 , Florida Statutes, the street address of the Initial registered office of this corporation shall be 9426 Barrington Oaks Dr. , Dover , FL 33527 and the initial registered agent of said corporation shall be Amanda K. Thomas. IN WITNESS WHEREOF, we the undersigned subscribers, have hereunto set our hands and seals this 24 day of September 2004. Signed, sealed and delivered in the presence of :

KIM CONRAD
SHARON WATSON

Amanda K. Thomas (LS)
AMANDA K. THOMAS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

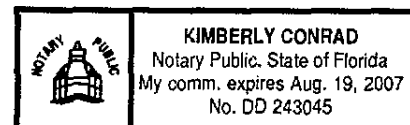
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to administer oaths, personally appeared,

AMANDA K. THOMAS

to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber. , and they acknowledged before me that she subscribed to those Articles of Incorporation. WITNESS my hand and official seal in the County and State last aforesaid, this 24 day of September 2004.


Notary Public KIM CONRAD
My Commission Expires : RIM CONRAD

Stamp (Seal)



ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named and designated as Registered Agent to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Corporation Act and Florida Statute 48.091 relative to keeping open an office for service of process.


Amanda K. Thomas


Date