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April 18 14 50 5000

'Garry Wood Attorney at Law

June 17, 2005

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

SUBJECT: Graceful Living Health Food Store, Inc.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for Filing Fee, Registered Agent Designation, and Certified Copy. If you have any questions, please do not hesitate to contact me.

Sincerely,

JGarpy Wood

Enclosures

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ARTICLES OF INCORPORATION OF GRACEFUL LIVING HEALTH FOOD STORE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Graceful Living Health Food Store, Inc..

ARTICLE II

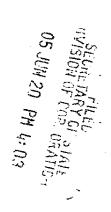
The street address of the principal office of the Corporation is: 3713 Crill Ave., Palatka, FL 32177.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. All such stock shall be non-par stock.

ARTICLE IV

The initial street address of the Corporation's registered office is: 417 St. Johns Ave., Suite 9, Palatka, Florida, 32177. The initial registered agent for the Corporation at that address is: Garry Wood.



ARTICLE V

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
Richard Aaron Crouch	543 SR 100
	Palatka, FL 32177
Grace Eunice Crouch	543 SR 100
	Palatka, FL 32177

ARTICLE VI

The names and street addresses of the persons signing these articles of incorporation are:

Names	Addresses
Richard Aaron Crouch	543 SR 100 Palatka, FL 32177
Grace Eunice Crouch	543 SR 100 Palatka, FL 32177

The undersigned incorporators have executed these articles of incorporation.

Richard Aaron Crouch	6-17-05
Richard Aaron Crouch	Date
Incorporator	
Lace Curice Crouch	6/17/05
Grace Eunice Crouch	Date
Incorporator	

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Graceful Living Health Food Store, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

Garry Wood Registered Agent