

04/21/2010 12:04 FAX 407 423-8331

DEAN MEAD ORLANDO

0001

Division of Corporations

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Florida Department of State
Division of Corporations
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CARL MATTHEWS

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BC
Account Number : 076077001702
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Email Address: carlos@everythingnature.com

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EVERYTHING NATURE INC.

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4/21/2010 7:26:49 AM PAGE 1/001 Fax Server 002



April 20, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EVERYTHING NATURE INC.
301 EAST PINE STREET
150
ORLANDO, FL 32801

SUBJECT: EVERYTHING NATURE INC.
REF: P06000020974

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Darlene Connell
Regulatory Specialist II

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4/19/2010 5:00:28 PM PAGE 1/001 Fax Server

002



April 19, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EVERYTHING NATURE INC.
301 EAST PINE STREET
150
ORLANDO, FL 32801

SUBJECT: EVERYTHING NATURE INC.
REF: P06000020974

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Darlene Connell
Regulatory Specialist II

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P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EVERYTHING NATURE INC.**

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this Corporation is EVERYTHING NATURE INC. The principal office and mailing address of the corporation is 301 East Pine Street, Suite 150, Orlando, Florida 32801.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general purpose for which this corporation is organized will be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares, consisting of 9770 shares of Class A Voting Common Stock and 230 shares of Class B Voting Common Stock, each having a par value of One Cent (\$.01) per share.

The preferences, qualifications, limitations, restrictions and special or relative rights of the Class A and Class B Voting Common Stock shall be identical, with one exception. The Class B Voting Common Stock shall have a liquidation preference of \$943.40 per share until the earlier of (i) November 15, 2013, or (ii) the complete repayment of the Amended Note, as defined in the Corporation's Equity and Debt Restructuring Agreement effective November 15, 2009.

ARTICLE IV - REGISTERED AGENT

The current Registered Agent of this corporation is Carlos E. Garcia, whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - REGISTERED OFFICE

The street address of the registered office of this corporation is 301 East Pine Street, Suite 150, Orlando, Florida 32801.

ARTICLE VI - TERM OF EXISTENCE

This corporation will continue to exist perpetually, unless dissolved according to law. The effective date of these Amended and Restated Articles of Incorporation is the date of their filing with the Secretary of State for the State of Florida.

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ARTICLE VII - BOARD OF DIRECTORS

A. As of the date of filing these Amended and Restated Articles of Incorporation, the number of Directors of this corporation is five (5).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this corporation, but will never be less than one (1).

C. The name and street addresses of the members of the Board of Directors as of the date of filing these Amended and Restated Articles of Incorporation, and who will continue to serve in such capacity until their successors are elected and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Carlos E. Garcia	3834 Sunflower Court Merritt Island, Florida 32953
Therese Smytnick	546 West Kelly Park Road Orlando, Florida 32712
Andrian J. Powell	5310 Gulf Boulevard St. Petersburg Beach, Florida 33706
Ziya Rahim	40572 Spectacular Bid Place Leesburg, Virginia 20176
Lauren K. Brand	5256 Royal Paddock Way Merritt Island, Florida 32953
Raphael Martorello	1043 South Vine Street Denver, Colorado 80209

ARTICLE VIII - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Orlando, Florida, this 16th day of April, 2010.

EVERYTHING NATURE INC.

By: 
Carlos E. Garcia, President

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REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent for the above named corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

Dated: April 16, 2010




Carlos E. Garcia

**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EVERYTHING NATURE INC.**

I, Carlos E. Garcia, being the duly elected, qualified and acting President of Everything Nature Inc. a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 16th day of April, 2010.



Carlos E. Garcia, President