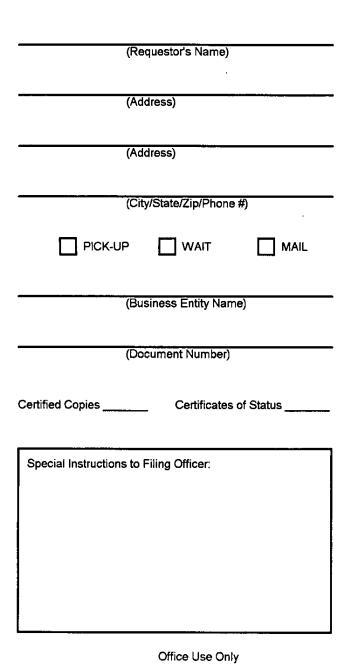
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

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

SUBJECT:	(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)				
Enclosed are an orig	ginal and one (1) copy of the artic	cles of incorporation and	d a check for:		
S70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PPY REQUIRED		
FROM:	PATRICIA L.	SMITH (Printed or typed)	<u></u>		
	1420 S.E. 4	OTH STREET	<u>-</u>		
	CAPE CORAL	FL 330 State & Zip	704		
	(239) 789 - 73	338			

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

AX AUDIT #

ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: Bee Healthy Buying Club, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1620 S.E. 40th Street, Cape Coral, Florida 33904.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Cooperative Buying Club; baking products, flours; sweeteners, flavoring and syrup, candy & coated confections, coffee, tea, dried fruit, grains, beans, herbs, spices & nutritionals, nuts & seeds, pasta, snacks trail mix, and baked goods, breakfast foods, dessert, yogurt, novelties, entrees, pasta, pizza, fruits, vegetables, juice & beverages, meat, poultry, fish, and meat substitutes, fresh beverages, cheese, cheese substitutes, miscellaneous perishables, tofu, soy foods, seitan, yogurt, and cultured products, baby foods, bags, baked good. non-perishables, baking products, mixes, flours; cereal, snack and granola bars, nutritional bars, beans, grains, canned foods, chips & pretzels, condiments, cleaning supplies, clothing, cookies, crackers; fruit, nut and seed spreads; tamaris, gravies and other sauces, tomatoes and tomato products, macrobiotic & Japanese foods, miscellaneous nonfoods, oils, paper goods & wipes, pet food, pet care, pickles, olives, kraut, rice cakes, salad dressings, salsa, dips, sea vegetables, seasoning & salt; soup, broth and chili, bouillion, dry mixes, bath and shower preparations, candles and incense, cosmetics, deodorants, facial care products, feminine hygiene products, hair care products, hand and body lotions, essential oils, medicinal creams and ointments, oral hygiene products, personal care accessories, body soaps, sun care products, and nutritional supplements Books and literature, water distillers, food delivery, informational seminars and presentations on natural health alternatives, children's events, educational programs, support local farmers, alternative health practices and all other related activities.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000. The par value of each share of stock is \$\$1.00.

ARTICLE V OFFICERS/DIRECTORS

The initial directors of the corporation are:
Patricia Smith, 1620 S.E. 40th Street, Cape Coral, Florida 33904
Barbara Higginbotham, 1620 S.E. 40th Street, Cape Coral, Florida 33904

The initial officers of the corporation are: Patricia Smith, President Barbara Higginbotham, Vice-President Barbara Higginbotham, Secretary Patricia Smith, Treasurer

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Patricia Smith, 1620 S.E. 40th Street, Cape Coral, Florida 33904. Located in the County of Lee.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Patricia Smith 1620 S.E. 40th Street, Cape Coral, Florida 33904.

I hereby accept the appointment as registere Signature: Patricia Smith	d agent and agree to act in this capacity. Date: 10/24/04
Signature: Patricia Smith, Incorporator	21t Date: 10/26/06

The document was prepared by: Patricia Smith 1620 S.E. 40th Street, Cape Coral, Florida 33904. (239) 789-7338

FAX AUDIT	#		