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**ARTICLES OF INCORPORATION
OF
OLD CITY REMEDIES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

OLD CITY REMEDIES, INC.

The principal place of business of this corporation shall be:

31 Orange Street, St. Augustine, FL 32084

ARTICLE II: NATURE OF BUSINESS

This corporation is formed for the purpose of retail sales of herbs and related accessories, and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 31 Orange Street, St. Augustine, FL 32084 and the name of the initial registered agent of the corporation at that address is Myra Schaeffer.

ARTICLE V: EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of this corporation shall be January 1, 2011; and it is to exist perpetually.

ARTICLE VI: PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

Myra Schaeffer	31 Orange Street
Director	St. Augustine, FL 32084

ARTICLE IX: OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until her successor is elected or appointed, is:

Myra Schaeffer	31 Orange Street
President/Secretary/Treasurer	St. Augustine, FL 32084

ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Myra Schaeffer
31 Orange Street
St. Augustine, FL 32084

✓ Myra Schaeffer
MYRA SCHAEFFER

✓ 12/27/10
DATE

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 accept the appointment as registered agent and 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.

✓ Myra Schaeffer
MYRA SCHAEFFER

✓ 12/27/10
DATE

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