

P95000025284

**HERBAL ALTERNATIVE, INC
12940 AURALIA ROAD
NORTH MIAMI, FLORIDA 33181
(305) 895-3777**

March 20 th , 1995

**Secretary of State
Department of Corporations
P.O BOX 6327
Tallahassee, Florida 32314**

700001440627
-03/27/95--01095--009
****122.50 ****122.50

FILED
95 MAR 27 AM 9 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Dear Sirs/Madams,
Enclosed are my Articles of Incorporation for
HERBAL ALTERNATIVE, INC.
and a check for \$ 122.50 for filing fees.**

**If there are any questions, please contact Patrick R. Moyal, at 82 N. University Drive,
Pembroke Pines, Florida 33024 or call him at (305)430-3930. Fax (305)430-3939.**

PLEASE SEND ALL CORRESPONDANCE TO MR. MOYAL'S OFFICE.

Sincerely,

Maury Kane

Alle 3-30

1

Elizabeth GAVE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 4/3/95
DOC. EXAM. A76

**Articles of Incorporation of
HERBAL ALTERNATIVE, INC.**

95 MAR 27 11 8 10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name of corporation :

The name of this corporation is :

HERBAL ALTERNATIVE, INC.

ARTICLE II - Duration:

This corporation shall have perpetual existence commencing on the date of this filing of those Articles with the Department of State,

ARTICLE III - Purpose:

This corporation is organized for the purpose of transacting of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as same now exists or may hereafter be amended.

ARTICLE IV - Capital Stock:

This corporation is authorized to issue 100 shares of One Dollar (\$ 1.00) par value common stock which shall be designated as " Common Shares".

ARTICLE V - Pre-Emptive Rights :

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent:

The street address of the initial registered office of this corporation is 12940 AURALIA ROAD, NORTH MIAMI, FLORIDA, 33181, and the name of the initial registered agent of this corporation upon whom service of process may be had is MARILYN YOUNG KANE.

Article VII - Initial Board of Directors:

This corporation shall have One Director constituting the initial Board of Director. The number of directors may be either increased or decreased from time to time by bylaws; however, there shall never be less than one Director nor more than Five. The names and addresses of the initial Board of Directors of the corporation is:

MARILYN YOUNG KANE
12940 AURALIA ROAD
NORTH MIAMI, FLORIDA 33181

Article VIII - Incorporators:

The name and address of the Incorporator signing these articles is :

MARILYN YOUNG KANE
12940 AURALIA ROAD
NORTH MIAMI, FLORIDA 33181

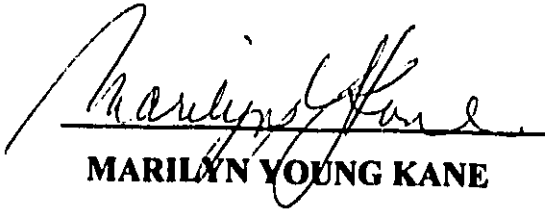
Article IX - Indemnification :

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

Article X - Amendment :

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

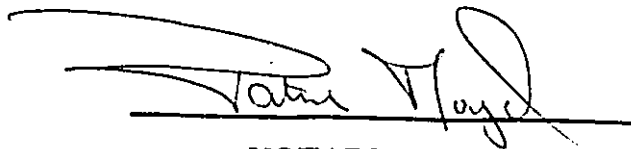
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the March 20 th , 1995.


MARILYN YOUNG KANE

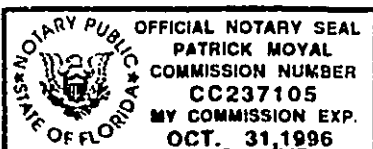
STATE OF FLORIDA }
 } ss:
COUNTY OF BROWARD }

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MARILYN YOUNG KANE, who is personally known to me , and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 20 TH DAY OF MARCH 1995.


NOTARY PUBLIC
State of Florida

My Commission Expires :

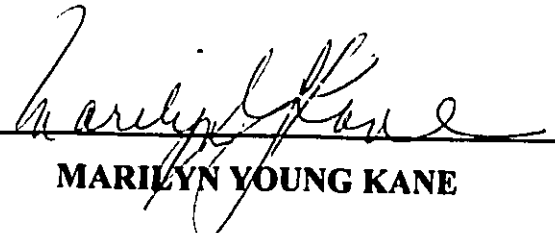


**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA. AND ACCEPTANCE OF AGENT UPON WHOM PROCESS
MAY BE SERVED.**

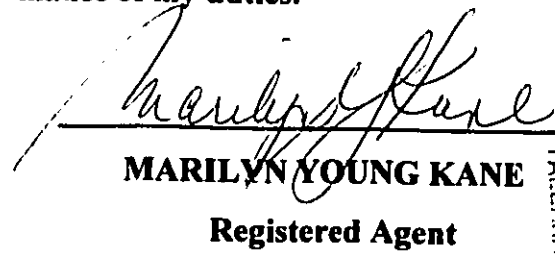
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted :

FIRST that HERBAL ALTERNATIVE, INC Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 12940 AURALIA ROAD, NORTH MIAMI, FLORIDA 33181. as its agent to accept service of process within Florida.

Dated :MARCH 20 TH, 1995


MARILYN YOUNG KANE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


MARILYN YOUNG KANE
Registered Agent

95 MAR 27 AM 8:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA