



BRINDELLA  
LEGAL & FINANCIAL SERVICES

1200 BAYS STREET  
TALLAHASSEE, FL 32301

800-342-8636

ACCOUNT NO. : 072100000032

REFERENCE : 665610 3273E  
AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : 9 122.50

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ORDER DATE : August 21, 1995

ORDER TIME : 9:09 AM

ORDER NO. : 665610

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SUBJECT: ORGANIC CHOICES, INC.

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

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Suite 2300, Sunbank Center  
200 South Orange Avenue  
Orlando, FL 32801

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DOMESTIC FILING

NAME: ORGANIC CHOICES, INC.

55 AUG 21 1995 P-60  
U.S. DEPARTMENT OF COMMERCE  
U.S. PATENT AND TRADEMARK OFFICE  
FILED

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: T. BROWN

AUG 21 1995

ARTICLES OF INCORPORATION  
OF  
ORGANIC CHOICES, INC.

FILED  
25 AUG 21 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is ORGANIC CHOICES, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 787 Tamiami Trail, Murdock, Florida 33953.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 787 Tamiami Trail, in the City of Murdock, County of Charlotte. The name of the registered agent at such address is Joanne M. Suhr.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Joanne M. Suhr	787 Tamiami Trail Murdock, Florida 33953

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Joanne M. Suhr	787 Tamiami Trail Murdock, Florida 33953

ARTICLE VIII  
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX  
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X  
Indemnification

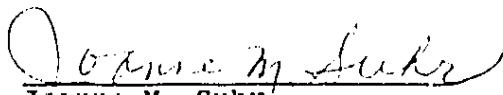
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI  
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Murdock, Charlotte, County, Florida, this 17th day of August, 1995.

  
Joanne M. Suhr

STATE OF FLORIDA      )  
                            ) SS.  
COUNTY OF CHARLOTTE    )

The foregoing instrument was acknowledged before me this 17th day of August, 1995, by Joanne M. Suhr, on behalf of the corporation. She is personally known to me or has produced as identification.

JEFFREY E. DECKER  
Notary Public, State of Florida  
My Comm. expires Oct. 22, 1995  
Comm. No. CC154035  
  
(NOTARY SEAL)

  
(Notary Signature)

(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

REGISTERED AGENT CERTIFICATE

95 AUG 21 PM 1:00  
FILED  
TALLAHASSEE, FLORIDA  
REGISTRATION

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That ORGANIC CHOICES, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Murdock, County of Charlotte, State of Florida, has named Joanne M. Suhr, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states she is familiar with §607.0501, Florida Statutes.

Joanne M. Suhr

DATED: August 17, 1995