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May 7, 1997

Corporate Records Bureau
Division of Corporation
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32314

RE: MOTHER NATURE'S GARDEN SHOP, INC.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation for profit, together with our firm's check in the amount of \$157.50 to cover the following:

Filing fees	\$70.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>

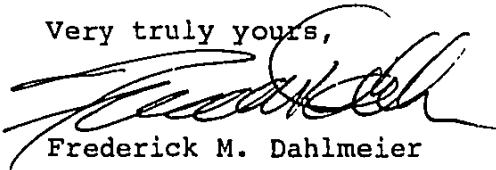
TOTAL	\$157.50
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****157.50 *****35.00

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped, addressed envelope is enclosed for your convenience.

Also enclosed are the Articles of Dissolution for the current corporation with the required Affidavit so such name can be re-utilized. An additional filing fee of \$35.00 is also enclosed.

Very truly yours,


Frederick M. Dahlmeier

FDM:jr
Encs.

Diss
RTJ
5-16-97

FILED
97 MAY 12 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
MOTHER NATURE'S GARDEN SHOP, INC.

FILED
97 MAY 12 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

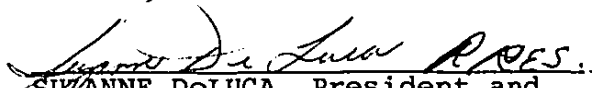
Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is MOTHER NATURE'S GARDEN SHOP, INC.

SECOND: The day dissolution was authorized: April 30, 1997.

THIRD: Adoption of these Articles of Dissolution was approved by the shareholders and Board of Directors. The number of votes cast by each group respectively for dissolution was sufficient for approval.

Signed this 30th day of April, 1997.



SUZANNE DELUCA, President and
Chairman of the Board of Directors