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ROBERT A. DULBERG, ESQUIRE

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May 2, 1996

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

Re: Articles of Incorporation of By Nature, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of Seventy Dollars (\$70.00), representing the fees for filing, and the registered agent fee. Please return our copy in the envelope provided.

Also enclosed is a copy of a letter dated April 12, 1996 from the Florida Department of State indicating that my clients, Jerome T. Baker and Rosen & Baker Associates, Inc. have reserved the corporate name and the reservation numbers is 96000001867.

Thank you for your assistance in this matter.

Sincerely yours,


ROBERT A. DULBERG

RAD/vio
enclosures

cc: Mr. Richard Rosen
Mr. Jerome Baker

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ROSEN & BAKER ASSOC

PAGE 02



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 12, 1996

JEROME T. BAKER
ROSEN & BAKER ASSOCIATES, INC.
3930 N.E. 2ND AVE., SUITE 204
MIAMI, FL 33137-3622

The name **BY NATURE INCORPORATED** has been reserved for 120 days beginning April 12, 1996. The reservation number is R96000001667 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 796A00016903

**ARTICLES OF INCORPORATION
OF
BY NATURE, INC.**

The undersigned elects to form a corporation in accordance with Florida Statute 607.0202 of the Florida Business Corporation Act as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be **BY NATURE, INC.**

**ARTICLE II
EXISTENCE**

The existence of the Corporation shall be perpetual commencing upon filing of these Articles with the Department of State.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses of the Corporation is to engage in any activity, business or enterprise permitted by the laws of the United States and of the State of Florida.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is five-hundred (500) shares with a par value of \$1.00 per share.

**ARTICLE V
INITIAL OFFICE**

The street address of the initial office of the Corporation shall be:

3930 N.E. 2nd Avenue, Suite 204
Miami, Florida 33137

**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The persons named as initial directors shall hold office for the first year of existence of the corporation or until their successor are elected or appointed and have qualified, whichever occurs first. The names of the persons who shall serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD I. ROSEN	3930 N.E. 2nd Avenue Suite 204 Miami, FL 33137
JEROME T. BAKER	3930 N.E. 2nd Avenue Suite 204 Miami, FL 33137

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

ROBERT A. DULBERG
International Place, Suite 2100
100 S.E. 2nd Street
Miami, Florida 33131

ARTICLE VIII REGISTERED AGENT

The name and address of the initial Registered Agent is:

ROBERT A. DULBERG, ESQUIRE
International Place, Suite 2100
100 S.E. 2nd Street
Miami, Florida 33131


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
PREEMPTIVE 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned, being the Incorporator for the purpose of forming this Corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 30 day of April, 1996.



ROBERT A. DULBERG, ESQUIRE
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.



ROBERT A. DULBERG, ESQUIRE
Registered Agent

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TALLAHASSEE, FLORIDA