

LAW OFFICE
RICHARD B. SABRA, P.A.
ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION
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WILLS, TRUSTS, ESTATE PLANNING,
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FILED
MAY 28 PM 12:00
STATE OF FLORIDA

May 24, 1996

****VIA FEDERAL EXPRESS; AIRBILL # 0747491883 ****

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500001842295
-05/29/96--01042--003
***122.50 122.50

RE: GARDEN OF HEALTH, INC.

Dear Sir/Madam:

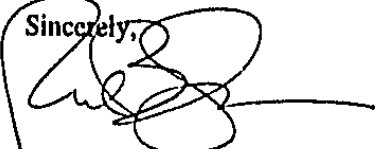
Enclosed are the original and one copy of Articles of Incorporation for the above-referenced proposed corporation.

Enclosed is check number 1842 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees.

Please prepare a certified copy of the said Articles of Incorporation, endorse your approval thereon, and return the certified copy to me in the pre-paid Federal Express envelope enclosed.

If, for any reason, the enclosed documents are insufficient to issue a charter for the proposed corporation, PLEASE CALL ME COLLECT.

Sincerely,


RICHARD B. SABRA, ESQ.

RBS/kf
Encls.

cc: Garden of Health, Inc.

6-4-96
JD

ARTICLES OF INCORPORATION

OF

GARDEN OF HEALTH, INC.

FILED
96 MAY 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the Corporation is GARDEN OF HEALTH, INC.

Article II - Principal Office

The principal place of business and mailing address of the Corporation is 1560 N.W. 182nd Terrace, Pembroke Pines, Florida 33029. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.

Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is Richard B. Sabra, Esq., 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021.

Article VII - Incorporator

The name and address of the incorporator is: Shirley Dimitropoulos, 1560 N.W. 182nd Terrace, Pembroke Pines, Florida 33029.

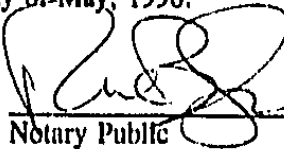
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of May, 1996.

Shirley Dimitropoulos
SHIRLEY DIMITROPOULOS

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared SHIRLEY DIMITROPOULOS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 21 day of May, 1996.


Notary Public

My Commission Expires



RICHARD D. SABRA
MY COMMISSION # CG385994 EXPIRES
August 21, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)

FILED
MAY 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby certify that I have accepted the appointment as the initial registered agent of GARDEN OF HEALTH, INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 21 day of May, 1996


RICHARD B. SABRA, ESQ.

DIMITROPARTICLES
5/24/96