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HADDONFIELD, NJ 08033  
800-344-8886  
PA60000060424



PRODUCTION  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 024009 83729A

AUTHORIZATION : *Patricia R. [Signature]*

COST LIMIT : \$ 122.50

ORDER DATE : July 18, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 024009

000001898280

CUSTOMER NO: 83729A

CUSTOMER: Ms. Gail J. Baker  
WORKMAN & HOEN, PA

Suite 201  
2401 Library Way  
Sanibel, FL 33957

DOMESTIC FILING

NAME: HEMPNOTICS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 19 AM 10:02

*cy*  
7/19/96

ARTICLES OF INCORPORATION

OF

HEMPNOTICS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 18 AM 10:02

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is HEMPNOTICS, INC.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purposes for which the corporation is organized are:

1. The growing, cultivation and harvesting and importation of natural fiber products and the design, manufacturing, marketing and sale of environmentally friendly natural fiber products including but not limited to clothing, netting and rope products, furniture, and building materials; to obtain and dispose of property of every nature and description necessary or useful in such endeavor; to develop, design, construct, copyright, patent or otherwise protect new products or offerings in the pursuit of such endeavors; to borrow, mortgage, invest, contract, sell, exchange, option, or lease for any term in the conduct of such lawful business.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act of 1990, or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing businesses.

3. To do such other things as are incidental to or necessary or desirable in order to accomplish the foregoing lawful businesses.

## ARTICLE FOUR

### CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 50,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. Ten thousand shares shall be issued as follows:

|               |      |
|---------------|------|
| TODD C. NOON  | 5050 |
| ALAN C. SMITH | 4950 |

## ARTICLE FIVE

### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1437 Monroe Street, Fort Myers, Florida 33901, and the name of its initial registered agent at such address, is Todd C. Noon.

## ARTICLE SIX

### DIRECTORS

The number of directors constituting the initial board of directors of the corporation is 2. The name and address of each person who is to serve as a member of the initial board of directors is:

|               |  |
|---------------|--|
| Todd C. Noon  | 1309 Sunbury Road<br>Fort Myers, Florida 33901   |
| Alan C. Smith | 1323 N.E. 9th Place<br>Cape Coral, Florida 33909 |

## ARTICLE SEVEN

### OFFICERS

The name of each person who is to serve as an initial officer of the corporation is:

|               |                          |
|---------------|--------------------------|
| Todd C. Noon  | President/Treasurer      |
| Alan C. Smith | Vice-President/Secretary |

ARTICLE EIGHT

INCORPORATOR

The name and address of the Incorporator is:

Todd C. Noon

1309 Sunbury Road  
Fort Myers, Florida 33901

ARTICLE NINE

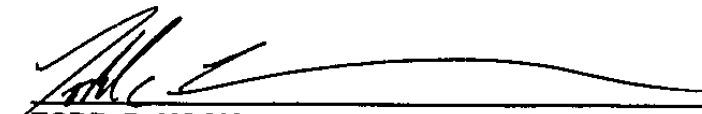
MAILING ADDRESS

The Mailing Address and principal office is 1437 Monroe Street, Fort Myers, Florida, 33901.

ARTICLE TEN

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of July, 1996.


  
TODD C. NOON  
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing Articles of Incorporation of HEMPNOTICS, INC., INC. before me this  
16 day of July, 1996, by TODD C. NOON, as Incorporator.

Gail J. Baker  
Notary Public - State of Florida

 Gail J. Baker  
MY COMMISSION # CC561470 EXPIRES  
June 15, 2000  
Gail J. Baker  
Print, Type or stamp commissioned  
name of Notary Public

Personally known      OR Produced Identification X

Type of Identification Produced Address

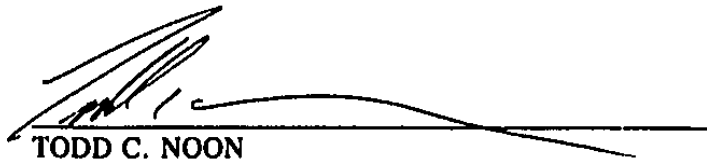
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 18 AM 10:02

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HEMPNOTICS, INC., the place designated in the Articles of Incorporation, TODD C. NOON agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: 7-16-96

  
TODD C. NOON

P96000060424

Judith A. Workman  
Admitted in  
Indiana and Florida

Workman & Hoehn, P.A.  
Attorneys At Law  
2411 Highway 90 West  
Gulf Breeze, Florida 32567  
(941)472-8420 - Fax (941)472-3225

Martha K.V. Hoehn  
Admitted in  
Oklahoma and Florida

March 18, 1997

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

400002118994--5  
-03/20/97--01062--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Hempnotics, Inc. We respectfully request these be filed. Also enclosed is a check for \$35.00 to pay for the filing fee.

Thank You for your assistance.

Sincerely,

WORKMAN & HOEN, P.A.



Gail J. Baker, Legal Assistant

SH 3/5

FILED  
97 MAR 20 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
HEMPNOTICS, INC.

FILED  
97 MAR 20 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.1006 Florida Statutes the undersigned Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation.


**FIRST: Amendments Adopted:**

- a. An an Amendment to ARTICLE FOUR, CAPITALIZATION of the ARTICLES OF INCORPORATION filed July 19, 1996, there is deleted the number 5050 for shares owned by TODD C. NOON and substituted the number 10,000; there is also deleted the name of Alan C. Smith and the 4950 shares owned by him.
- b. As an Amendment to ARTICLE SIX, DIRECTORS, of the ARTICLES OF INCORPORATION there is deleted from the list of Directors the name of Alan C. Smith of 1323 NE 9th Place, Cape Coral, Florida 33909.
- c. As an Amendment to ARTICLE SEVEN, OFFICERS, of the same ARTICLES OF INCORPORATION there is deleted the name of Alan C. Smith as Vice President/Secretary and substituted as Secretary, the name of Joann Ciaraldi.

**SECOND:** The date of Adoption of the Amendments was December 18, 1996.

**THIRD: Adoption of Amendments:** The Amendments were adopted by the Shareholders and the number of votes cast for the Amendments was sufficient for approval.

HEMPNOTICS, INC.

  
\_\_\_\_\_  
TODD C. NOON

TODD C. NOON  
\_\_\_\_\_  
Printed Name

President  
\_\_\_\_\_  
Title

1-28-97  
\_\_\_\_\_  
Date