

P96000089572

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
10-30-96

25 OCT 31 11:32

AL OCT 31 1996



REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY [Signature] _____

WALK-IN 10/31 12:00
Will Pick Up _____

RE: Down to Earth
Distribution, Inc.

No 53527

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
DOWN TO EARTH DISTRIBUTION, INC.

EFFECTIVE DATE
10-30-96

FILED
95 OCT 31 11:32
CLERK
FLORIDA

ARTICLE I - NAME

The name of this corporation is Down To Earth Distribution, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

4045 Brook Circle East
West Palm Beach, Florida 33417.

The mailing address of the Corporation is:

P.O. Box 1401
Lake Worth, Florida 33460.

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on October 30, 1996.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

NAME	ADDRESS
Mark Scott	4045 Brook Circle East West Palm Beach, FL 33417
Albert Jerome	4045 Brook Circle East West Palm Beach, FL 33417
Chris Bell	4045 Brook Circle East West Palm Beach, FL 33417

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of October, 1996.

HOMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 30th day of October, 1996.

HOMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

WP1192725.1/21469-56135

FILED
96 OCT 31 11:11:32
11/11/96