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December 12, 1996

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

700002029167--3
-12/13/96--01090--006
****131.25 ****131.25

Re: Wheatgrass Express, Inc./Articles of Incorporation

Dear Madam or Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original in your offices and certify and return to us one copy. We would appreciate your expediting this process.

Enclosed is a check in the amount of \$131.25 to be applied towards the following:

\$	35.00	Filing Fee
	35.00	Certificate designating registered agent
	8.75	Certificate of Status
	<u>52.50</u>	Certified Copy
\$	131.25	Total

If you should have any questions, please contact our office.

Sincerely yours,

Herb Webb
Herbert M. Webb

Enclosures

cc: Mr. Gary Garrett
HMW/pam
(pmGARRITT/CORPORATE/ARTICLES.LTR)

P.S. Please return certified
copy of Articles in the
enclosed UPS envelope.
Thank you.

FILED
DEC 13 AM 9:25
TALLAHASSEE, FLORIDA

700 12/16/96

ARTICLES OF INCORPORATION
OF
WHEATGRASS EXPRESS, INC.

FILED
96 DEC 13 PM 9 25
CLERK OF COURT
JANUARY 1997

ARTICLE I. CORPORATE NAME

The name of this corporation is: WHEATGRASS EXPRESS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock without par value.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

GARY GARRETT
15117 North State Road 121
Gainesville, Florida 32653

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI - INITIAL ADDRESS OF PRINCIPAL OFFICE

The initial mailing address and principal place of the business of the corporation shall be:

WHEATGRASS EXPRESS, INC.
15117 North State Road 121
Gainesville, Florida 32653

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street addresses of the directors are:

GARY GARRETT
15117 North State Road 121
Gainesville, Florida 32653

KATHLEEN GARRETT
15117 North State Road 121
Gainesville, Florida 32653

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. 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 thereof at the price at which it is offered to others.

ARTICLE X. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation is:

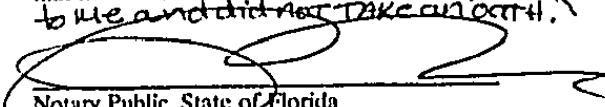
GARY GARRETT
15117 North State Road 121
Gainesville, Florida 32653



GARY GARRETT
Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, a Notary Public, personally appeared GARY GARRETT, to me known to be the person described as Subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 12 day of December, 1996. *Personally known to me and did not take an oath.*



Notary Public, State of Florida

(Name of officer taking acknowledgement - typed, printed or stamped)
Title or Rank _____
Serial number, if any _____

THIS INSTRUMENT PREPARED BY
HERBERT M. WEIR, ESQUIRE
4400 NORTHWEST 23RD AVENUE, SUITE "E"
GAINESVILLE, FLORIDA 32606



***CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED***


In compliance with Section 48.09, Florida Statutes, the following is submitted:

That WHEATGRASS EXPRESS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, Gainesville, County of Alachua, State of Florida, has named GARY GARRETT, located at Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

The undersigned is familiar with and accepts the duties and responsibilities as registered agent.



GARY GARRETT
Registered Agent

FILED
96 DEC 13 AM 9:25
CLERK OF STATE
TALLAHASSEE, FLORIDA