P96000103182


***CHARLES PERRY, ATTORNEY***
**1100 Cleveland Street, Suite 900**
**Clearwater, FL 34615**
**(813) 442-9330 Fax: 461-1872**


December 16, 1996

Secretary of State
Division of Corporations
New Filings
PO Box 6327
Tallahassee, FL 32314

100002034041--9
-12/19/96--01072--005
*****78.75 *****78.75

RE: Healthy Products International, Inc.

Dear Sir:

Enclosed please find the original and one copy of the articles of incorporation of the above corporation. I do not desire a certified copy. Please stamp the copy and return to me with a certificate of status.

A check for $78.75 is enclosed.

Sincerely yours,

Charles Perry

Charles Perry

disc-61

DEC 2 4 1996 BSB

FILED
96 DEC 19 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**HEALTHY PRODUCTS INTERNATIONAL, INC..**

FILED
96 DEC 19 AM 11:08
STATE
TALL SEC. FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is HEALTHY PRODUCTS INTERNATIONAL, INC.

2. The period of its duration is perpetual.

3. The purpose of the corporation is to engage in the sale of products, collection of royalties, and to engage in any other businesses or activities which are permitted under the laws of the United States and the State of Florida.

4. The corporation shall have authority to issue 1,000,000 shares of one dollar par value common stock.

5. The address of the corporation's initial registered office is 1100 Cleveland Street, Clearwater, FL 34615. The name of the registered agent at such address is Charles Perry

6. The principal office of the corporation is located at 1130 Cleveland St., Suite #210, Clearwater, FL 34615.

7. The number of directors constituting the initial Board of Directors is one, whose names and addresses are David Singer, 1130 Cleveland St., Suite #210, Clearwater, FL 34615.

8. The name and address of the incorporator is Kathy Baird, 1100 Cleveland Street, #900, Clearwater, Florida 34615.

9. The Board of Directors shall have authority to adopt a seal and stock certificates for the use of the corporation.

10. The corporation shall indemnify each director to the fullest extent permitted by law.

11. Corporate existence shall begin on filing (all business from November 14, 1996 is confirmed and ratified under the defacto corporation rule of law).

Kathy Baird

Kathy Baird, Incorporator

STATE OF FLORIDA )
) S.S.
COUNTY OF PINELLAS )

Before me, the undersigned authority, personally appeared Kathy Baird, well known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and she did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clearwater, in the county and state aforesaid on December 16, 1996.

NOTARY PUBLIC

OFFICIAL NOTARY SEAL
CHARLES PERRY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC553100
MY COMMISSION EXP. MAY 6 2000

My commission expires:

Personally Known ___X___ OR Produced Identification _____

Type of Identification Produced ____________________

# ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. HEALTHY PRODUCTS INTERNATIONAL, INC. has named Charles Perry as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on December 16, 1996.

Charles Perry, Registered Agent

Registered Office:

1100 Cleveland Street, Suite 900
Clearwater, FL 34615

FILED
96 DEC 19 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9600010382

**CHARLES PERRY, Attorney**
**1100 Cleveland Street, Suite 900**
**Clearwater, FL 34615**
**(813) 442-9330**
**Fax: 461-1872**

May 28, 1997

FEDERAL EXPRESS

FILED
97 MAY 30 PM 2:0
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900002201959--1
-06/04/97--01100--008
*****35.00 *****35.00

Name Change

Amy Alan, Document Specialist
Division of Corporations
Annual Reports Section
409 E. Gaines Street
Tallahassee, FL 32314

RE: Healthy Products International, Inc.
Ref. Number P9600010382

Dear Ms. Alan:

Enclosed are three items:

1. Articles of Amendment and filing fee.

2. Annual Report and fee.

3. A check is enclosed for a certificate of status showing the name change.

I note that tomorrow is the deadline for the extension you gave in your letter dated April 29, 1997; therefore, I will send this by overnight courier. Please process it immediately. Thank you.

Sincerely yours,

Charles Perry

Charles Perry

CP/jr

disk 71

35.00
(Cus) 8.75
43.75

5/30/97

900002201959--1
-06/04/97--01100--009
******8.75 ******8.75

W.P. Verlyer

# ARTICLES OF AMENDMENT
# TO
# ARTICLES OF INCORPORATION

## HEALTHY PRODUCTS INTERNATIONAL, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Amendments adopted are as follows:

1. The name of the corporation is Healthy Products International, Inc. Article 1 is amended to change the name of the corporation to Save the Earth, Inc.

2. Article 2 is amended to add the statement that all corporate business from February 18, 1997 in the new name is confirmed and ratified.

SECOND: This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of each amendment's adoption is February 28, 1997.

Signed this 28th day of February, 1997.

FILED
97 MAY 30 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature: Kathy Baird
Kathy Baird, Incorporator

STATE OF FLORIDA )
) S.S.
COUNTY OF PINELLAS )

Before me, the undersigned authority appeared the above named affiant, well known to me, who acknowledged that the foregoing is true and correct, this February 28, 1997.

Charles Perry
NOTARY PUBLIC

My Commission expires:
( ) Known to me ( ) Proven by

OFFICIAL NOTARY SEAL
CHARLES PERRY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC553100
MY COMMISSION EXP. MAY 6,2000

disk 72

**CHARLES PERRY, Attorney**
**1100 Cleveland Street, Suite 900**
**Clearwater, FL 33755**
**(813) 442-9330**
**Fax: 461-1872**

P96000103182

July 29, 1997

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Dear Sir:

Please find enclosed the Articles of Dissolution for the corporation SAVE THE EARTH, INC.

Sincerely yours,

Charles Perry

CP/jr

disk 73

500002259465--4
-08/06/97--01068--006
*****35.00 *****35.00

APPROVED AND FILED
97 AUG -6 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

## ARTICLES OF DISSOLUTION

The undersigned, acting as a director of a for profit corporation, adopts the following Articles of Dissolution for such corporation.

1. The name of the corporation is SAVE THE EARTH, INC.

2. The effective date of dissolution was authorized as July 14, 1997.

3. The dissolution was approved by the shareholders and the number of votes cast for dissolution was sufficient for approval.

4. Provisions have been made for the payment of all corporate debts.

EXECUTED this 15 day of July, 1997.

L. W. Cooper

Leonard William Cooper, Sole Shareholder
President and Director

APPROVED AND FILED
97 AUG -6 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, appeared LEONARD WILLIAM COOPER, well known to me to be the person who executed the foregoing Articles of Dissolution, and he acknowledged that he did so freely and voluntarily.

Sworn to and subscribed before me on July 18, 1997.

NOTARY PUBLIC

My commission expires:

(✓) Known to Me ( ) Proven to Me By: ____________________

OFFICIAL NOTARY SEAL
CHARLES PERRY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. C[illegible]
MY COMMISSION EXP. MAY 6,2000