8607 Simonic, Green & Associates, Inc. Certified Public Accountants

> 8280-5 Princeton Square Blvd., West Jacksonville, Florida 32256 (904) 443-6346

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

400002066334--6 -01/23/97--01072--007 *****70.00 *****70.00

SUBJECT: MOTHER EARTH OF NORTHEAST FLORIDA, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the expedient processing of these Articles of Incorporation.

Cordially,

Kevin S. Green

Certified Public Accountant

Kein S. Sheen

KSG/gs enclosures

FILED

ARTICLES OF INCORPORATION

97 JAN 23 PM 4: 05

FOR

SECRETARY OF STATE TALLAHASSEE, FLORIDA

MOTHER EARTH OF NORTHEAST FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I, NAME

The name of the Corporation shall be:

MOTHER EARTH OF NORTHEAST FLORIDA, INC.

ARTICLE II, PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

3947 MCGREGOR DRIVE JACKSONVILLE, FL 32210

ARTICLE III, NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV, CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value.

ARTICLE V, REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

BRET A. WILKINSON
3947 MCGREGOR DRIVE
JACKSONVILLE, FL 32210

ARTICLE VI, TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII, 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 VIII, DIRECTORS

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholder until such time directors are designated as provided by the Bylaws.

ARTICLE IX, INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

Bret A. Wilkinson 3947 McGregor Drive Jacksonville, Florida 32210

Neil E. Wheeler 1622 Donald Street Jacksonville, FL 32205 IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 200 day of January, 1997.

Bret Wilkinson

Bret A. Wilkinson

STATE OF FLORIDA **COUNTY OF DUVAL**

Before me personally appeared Bret A. Wilkinson to me well known and known to me to be the individuals described in and who executed the foregoing instrument, and they acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 20 day of January, 1997 at Jacksonville, County and State aforesaid.

NY Comm Exp.

My commission expires:

ARTICLE X, REGISTERED AGENT AND ADDRESS

Pursuant to the provisions of section 607.325, Florida Statutes, the corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is: Mother Earth of Northeast Florida Inc.
- 2. The name and address of the registered agent is:

Bret A. Wilkinson 3947 McGregor Drive Jacksonville, Florida 32210



REGISTERED AGENT ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE <u>Bret Willinson</u>
DATE 1/20/97