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FILED
97 FEB -5 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 9, 1997

VIA CERTIFIED MAIL

RECEIPT NO. P 401 200 963

RETURN RECEIPT REQUESTED

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-01/16/97--01111--009
****122.50 ****122.50

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

Re: A Natural Balance, Inc. *Ecosystem Management Team, Inc.*

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent for the above referenced corporation, together with a check in the amount of \$122.50 payable to the Secretary of State. Please file the Articles and forward a certified copy to the undersigned in the enclosed envelope.

Very truly yours,



J. A. Jurgens

JAJ:dw

Enclosures

C:\clients\file\WPDOCSA, Natural Balance, Inc\Department of State\jr.wpd

Post Office Box 1178, Winter Park, Florida 32790-1178
631 U.S. Highway 1, Suite 306, North Palm Beach, Florida 33408



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1997

J. A. JURGENS, ESQ.
1964 HOWELL BRANCH RD, SUITE 206
WINTER PARK, FL 32792

SUBJECT: A NATURAL BALANCE, INC.
Ref. Number: W97000001577

We have received your document for A NATURAL BALANCE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00003112

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J. A. Jurgens

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January 28, 1997

VIA CERTIFIED MAIL

RECEIPT NO. P571 487 921

RETURN RECEIPT REQUESTED

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

Attn: Pamela Hall, Document Specialist

Re: A Natural Balance/Ecosystem Management Team, Inc.

Dear Ms. Hall:

Pursuant to your letter dated January 22, 1997, a copy of which is enclosed, we are resubmitting herewith Articles of Incorporation and Certificate of Designation of Registered Agent for A Natural Balance/Ecosystem Management Team, Inc. The check that we submitted previously has not been returned to us, so please apply it to applicable fees.

Thank you for your courtesies.

Very truly yours,



J. A. Jurgens

JAJ:dw
Enclosures

ARTICLES OF INCORPORATION

of

A NATURAL BALANCE/ECOSYSTEM MANAGEMENT TEAM, INC.

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97 FEB -5 PM 12: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is A NATURAL BALANCE/ECOSYSTEM MANAGEMENT TEAM, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this corporation is A Natural Balance/Ecosystem Management Team, Inc., 240 Saunders Trail, Geneva, Florida 32732-0499.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00)

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 240 Saunders Trail, Geneva, Florida 32732-0499 and the name of the initial registered agent of this corporation at that address is Steven D. Rich.

ARTICLE V
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The names and addresses of the initial member of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Steven D. Rich 240 Saunders Trail
Geneva, Florida 32732-0499

ARTICLE VI
INCORPORATORS

The name and address of each Incorporator of this corporation is:

Steven D. Rich 240 Saunders Trail
Geneva, Florida 32732-0499

ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, the undersigned has executed these Articles on this 9th day
of January, 1997.

Steven D. Rich

STEVEN D. RICH
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATE
STATUTES, THE UNDERSIGNED 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: A NATURAL BALANCE/ECOSYSTEM MANAGEMENT
TEAM, INC.

2. The name and address of the registered agent and office is:

STEVEN D. RICH

(Name)

240 SAUNDERS TRAIL

(P. O. Box not acceptable)

GENEVA, FLORIDA 32732-0499

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Steven D. Rich

(Signature)

January 9th, 1997

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL.