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February 12, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

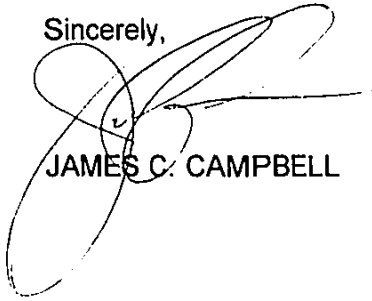
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*****70.00 *****70.00

Re: Mother Earth's Cafe, Inc.

Enclosed are the original Articles of Incorporation for Mother Earth's Cafe, Inc. along with a check in the amount of \$70.00 for filing.

Please return the original certificate of filing to the above address at your convenience.

Sincerely,


JAMES C. CAMPBELL

JCC/lrc
enclosures

FILED
97 FEB 21 AM 9:41
TALLAHASSEE
FLORIDA

8N FEB 26 1997

**ARTICLES OF INCORPORATION
OF
MOTHER EARTH'S CAFE, INC.**

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97 FEB 21 AM 9:41
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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Mother Earth's Cafe, Inc.

ARTICLE II

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

512 Eglin Parkway
Ft. Walton Beach, FL 32548

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares.

ARTICLE IV

The name and address of the initial registered agent is:

JOHN H. CAMPBELL
109 Monahan Drive
Fort Walton Beach, Florida 32547

ARTICLE V

The name and street address of the incorporators to these Articles of Incorporation are:

JOHN H. CAMPBELL
109 Monahan Drive
Fort Walton Beach, FL 32547

JULIE L. CAMPBELL
512 Eglin Parkway
Ft. Walton Beach, FL 32547

ARTICLE VI

The initial shareholders and their addresses of this corporation are:

JOHN H. CAMPBELL
109 Monahan Drive
Ft. Walton Beach, FL 32547

JULIE L. CAMPBELL
512 Eglin Parkway
Ft. Walton Beach, FL 32547


ARTICLE VII

The initial officers and their addresses of this corporation are:

JULIE L. CAMPBELL, President
512 Eglin Parkway
Ft. Walton Beach, FL 32547

JOHN H. CAMPBELL, Vice President
109 Monahan Drive
Ft. Walton Beach, FL 32547

The undersigned has executed these Articles of Incorporation this 7th day of February, 1997.


JULIE L. CAMPBELL, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

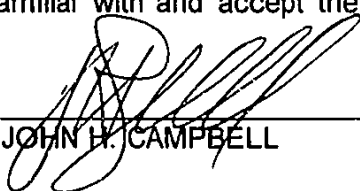
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MOTHER EARTH'S CAFE, INC.
2. The name and address of the registered agent and office is:

John H. Campbell
109 Monahan Drive
Ft. Walton Beach, FL 32547

OATH OF RESIDENT AGENT

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.



JOHN H. CAMPBELL

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of February, 1997, by John H. Campbell, who is personally known to me and who did/did not take an oath.



NOTARY PUBLIC

Deborah R. Coplan

Printed Signature