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February 26, 1997

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

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Re: Herb-Mark, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above corporation, along with a check in the amount \$70.00 for the filing fee.

Sincerely yours,

Debrah Mayworth

DEBRAH D. MAYWORTH
Legal Assistant
HAYES & ASSOCIATES, P.A.
21859 State Road 54, Suite 200
Lutz, Florida 33549
(813) 949-6525

/dm
Encls.

FILED
97 MAR -3 PM 3:08
TALLAHASSEE, FLORIDA
STATE DEPT OF STATE

OK
3/6/97

FILED

ARTICLES OF INCORPORATION

OF

HERB-MARK, INC.

97 MAR -3 PM 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

HERB-MARK, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

20402 State Road 54, Unit #10
Lutz, Florida 33549

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are:

HERBERT T. LEEDS
20402 State Road 54, Unit #10
Lutz, Florida 33549

ARTICLE V - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

HERBERT T. LEEDS
20402 State Road 54, Unit #10
Lutz, Florida 33549

ARTICLE VI - DIRECTORS

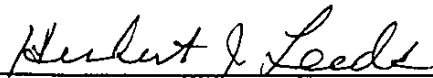
This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial directors of this corporation are as follows:

HERBERT T. LEEDS - Director
21345 Snook Circle
Land O'Lakes, FL 34639

MARK BITTLE - Director
30233 Flam Road
Zephyrhills, FL 33544

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 2-6th day of February, 1997.



HERBERT T. LEEDS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 MAR -3 PM 3:08

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:

HERB-MARK, INC.

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

20402 State Road 54, Unit #10
Lutz, Florida 33549

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.

SIGNATURE

Herbert T. Leeds
HERBERT T. LEEDS

TITLE

Director

DATE

February 26, 1997