

P 970000 37724



ACCOUNT NO. : 072100000032

REFERENCE : 345376 93686A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pzyto

ORDER DATE : April 28, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 345376-005

CUSTOMER NO: 93686A

CUSTOMER: Jonathan P. Kross, Esq
JONATHAN P. KROSS, ESQ

P.O. Drawer 3363

Boca Raton, FL 33427

900002156399--5

DOMESTIC FILING

NAME: MOTHER EARTH MARKET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
FALLS CHURCH, VA
MAY 1 1997

07/02/97 PM 2:50

07/02/97 PM 2:50

SN APR 28 1997

(4)

ARTICLES OF INCORPORATION
OF
MOTHER EARTH MARKET, INC.

FILED
JAN 23 PM 2:50
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MOTHER EARTH MARKET, INC.

The address of the principal office of this corporation shall be 521 Northwest 13th Street, Gainesville, Florida 32601 and the mailing address of the corporation shall be the same.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Arthur J. Gore Dir.	521 Northwest 13th Street Gainesville, Florida 32601
David J. Shukovsky Dir.	7604 Alister Mackenzie Drive Sarasota, Florida 34240
Andor Fleischman Dir.	2019 Mallory Lane Highland Park, Illinois 60035

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 28, 1997.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

SKD/kbr