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July 9, 1997

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• Also admitted in New York

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Tax Attorney

Attorneys Title Insurance Fund
Attn: Order Department
660 Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
TIFU ASAP

Re: World of Phytotherapy Incorporated
Our File Number: 3733.001
Member Number: 5004

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-07/14/97--01028--009
****122.50 ****122.50

Dear Sir or Madam:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for World of Phytotherapy Incorporated together with our law firm's check in the sum of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning

Leslie L. Browning
Paralegal
For The Firm

Enclosures

\\Clients\Transactions\Norbert, Planned 3773.001\Letter to The Fund for filing Articles of Incorporation (lib)

FILED
97 JUL 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 14

BSB

RECEIVED
97 JUL 14 AM 10:29
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WORLD OF PHYTOTHERAPY INCORPORATED**

FILED
97 JUL 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the sole Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation is World of Phytotherapy Incorporated.

ARTICLE TWO

DURATION

- 2.01 The duration of the Corporation shall be perpetual.

ARTICLE THREE

PURPOSE

- 3.01 The purpose of the Corporation is to engage in any activity or business permitted under § 607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

- 4.01 The aggregate number of shares that the Corporation has authority to issue is 7,500 all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

- 5.01 There shall be no pre-emptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01 The street address of the initial registered office of the Corporation is 2744 12th Street North, Naples, Florida 34103, and the name of the initial registered agent at that address is Ursula Langley.

6.02 The street address of the principal office of the Corporation is 2744 12th Street North, Naples, Florida 34103.

ARTICLE SEVEN

INCORPORATOR

7.01 The name and address of the Incorporator is: Fierard Norbert, 2744 12th Street North, Naples, Florida 34103.

ARTICLE EIGHT

DIRECTORS

8.01 The initial Board of Directors of the Corporation shall consist of one (1) member. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation.

8.02 The name and address of the sole Director is: Fierard Norbert, 2744 12th Street North, Naples, Florida 34103.

ARTICLE NINE

INCREASING QUORUM OR VOTING REQUIREMENTS FOR SHAREHOLDERS

9.01 The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE TEN

RESTRICTIONS ON TRANSFER OF STOCK

10.01 Provisions restricting the transfer of stock may be contained in the bylaws, in any shareholder agreement or buy-sell agreement filed at the corporation's principal office, or stated on

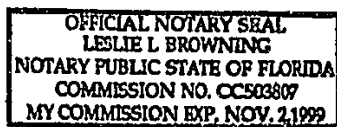
the front or back of any stock certificate, and purchasers of any shares shall be deemed to have notice of such restrictions.

IN WITNESS WHEREOF, I have subscribed my name at Naples, Florida on July 8, 1997.

Fierard Norbert
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 8th day of July, 1997 by **FIERARD NORBERT**, who is personally known to me (or has produced N/A as identification) and (did) (did not) take an oath.



Leslie L. Browning
Notary Public

Typed, Printed or Stamped Name

My Commission Expires: _____
My Commission No: _____

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: July 9th, 1997

Ursula Langley
Ursula Langley, Registered Agent

FILED
97 JUL 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA