

P9 7000/00456

Siegfried F. Kessler

ATTORNEY AT LAW

5 CLIFFORD DRIVE

POST OFFICE BOX 302

SHALIMAR, FLORIDA 32579-0302

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 24 AM 8:53

November 21, 1997

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

RE: Articles of Incorporation for
Nature's Way of Shalimar, Inc.
(New Corporation)

EFFECTIVE DATE
11-21-97

400002355164--7
-11/24/97--01041--006
***122.50 ***122.50

Dear Sirs:

Enclosed please find check #1679 in the amount of \$122.5 made payable to
Florida Secretary of State for the filing fee in regard to the above new corporation along
with the original Articles of Incorporation.

If you should have any questions, please contact this office.

Sincerely,


Siegfried F. Kessler

SFK/mat

Enclosure

EFFECTIVE DATE
11-21-97

**ARTICLES OF INCORPORATION
OF
NATURE'S WAY OF SHALIMAR, INC.**

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ARTICLE I - NAME

The name of this corporation is **NATURE'S WAY OF SHALIMAR, INC.**,

ARTICLE II-DURATION

This corporation shall have a perpetual existence commencing on the date of signing of the Articles of Incorporation.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any/or all lawful business as allowed under the laws of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO
PURCHASE STOCK**

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 5 Clifford Drive, Shalimar, Florida 32579.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, Florida 32579 and the name of the initial registered agent of this corporation at this address is J.R. ANGLEA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have (3) three directors 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 and officers of this corporation are:

| | |
|------------------------------|--|
| President/Director | J.R. ANGLEA 117A Cedar Avenue Fort Walton Beach, Florida 32548 |
| Vice President/Director | Patricia Kramer 1221 Whitwood Way Niceville, Florida 32578 |
| Secretary/Treasurer/Director | Lucinda Miller 2012 Woodfern Path Fort Walton Beach, Florida 32547 |

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles is:

J.R. ANGLEA
5 Clifford Drive
Shalimar, Florida 32579

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21 day of NOVEMBER, 1997.


J.R. ANGLEA

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me this 21st day of November, 1997.



MARY A. TRAVIS
MY COMMISSION # CC332065 EXPIRES
November 22, 1997
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

Personally known: X or produced identification: _____ Type of identification produced: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First- That NATURE'S WAY OF SHALIMAR, INC., desiring to organize under the laws of the State of Florida with its principal office in the city of Shalimar, Florida, has named J.R. ANGLEA, located at 5 Clifford Drive, Shalimar, Florida 32579, as its agent to accept service of process within this state.

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above mentioned stated corporation, at place designated in this certificate, I hereby accept the act in this in capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated this 21st day of November, 1997.

By: J.R. Anglea
J.R. ANGLEA