

P98000007722

HOMESTEAD HEALTH PRODUCTS

Quality Health Products made in the USA

Your Ref.: W98000000673
Letter No.: 098A00001621

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

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****122.50 ****122.50

Dear Sirs,

Thank you for your letter regarding the acceptance of registered agent.

We enclose a letter confirming that Mr. Hugh Morgan is familiar with and accepts the duties and responsibilities as the registered agent.

In respect of the contact numbers these are indicated below.

We now look forward to receiving confirmation that Homestead Health Products, Inc. has been filed under the laws of Florida.

Yours truly,



David Watkins

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98 JAN 26 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-26-98

**Articles of Incorporation
of
HOMESTEAD HEALTH PRODUCTS, INC.**

**I.
Name**

The name of the Corporation is Homestead Health Products, Inc., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 5957 Essex Lane, Sarasota, Florida 34233. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Hugh Morgan, 5957 Essex Lane, Sarasota, Florida 34233.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be the supply and distribution of all types of products and services which will be provided in the state of Florida and other such states and countries that the shareholders may decide:

**VI.
Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1000 (One thousand), each share to have a par value of \$1 (One).

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TALLAHASSEE, FLORIDA

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Hugh Morgan 3075 Courtland Street Sarasota Florida 34237	David Watkins 8347 Cypress Hollow Drive Sarasota Florida 34238

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: 4 (Four). The names and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
Hugh Morgan	3075 Courtland Street, Sarasota, Florida 34237
David Watkins	8347 Cypress Hollow Drive, Sarasota, Florida 34238
Bill Kollar	3705 East Bay Drive, #205, Holmes Beach 34217
David Jones	The Fountains at Boca Ciega Bay, 1255 Pasadena Avenue, St. Petersburg, Florida

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

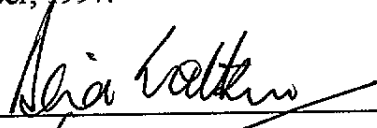
X.
Operating Provisions

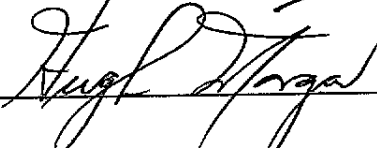
The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

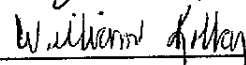
XI.
Fiscal Year

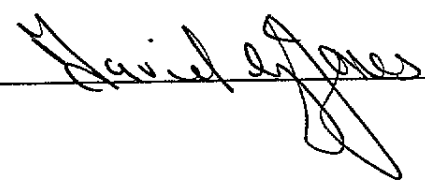
The fiscal year of the Corporation shall be from January to December of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 25 day
of November, 1997.







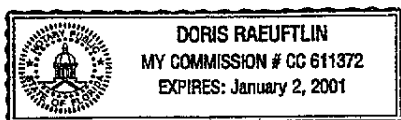


State of Florida

County of Sarasota

BEFORE ME, the undersigned authority, on this day personally appeared William Kollar, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 25th day of
November, 1997



[Signature]
Notary Public in and for the
State of Florida

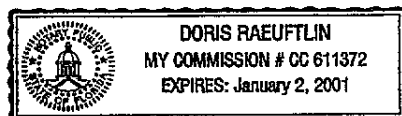
My Commission Expires: 1-2-2001

State of Florida

County of Sarasota

BEFORE ME, the undersigned authority, on this day personally appeared David Jones, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 25th day of
November, 1997.



[Signature]
Notary Public in and for the
State of Florida

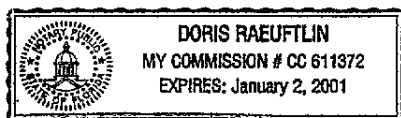
My Commission Expires: 1-2-2001


State of Florida

County of Sarasota

BEFORE ME, the undersigned authority, on this day personally appeared Hugh Morgan, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 25th day of
November, 1997.





Notary Public in and for the
State of Florida

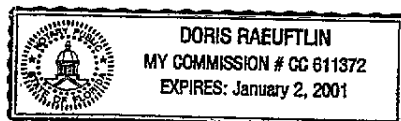
My Commission Expires: 1-2-2001


State of Florida

County of Sarasota

BEFORE ME, the undersigned authority, on this day personally appeared David Watkins, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 25th day of
November, 1997.





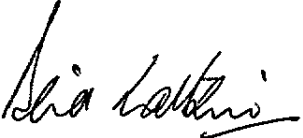
Notary Public in and for the
State of Florida

My Commission Expires: 1-2-2001

Certificate of Designation of Registered Agent/Registered Office

The name of the corporation is **Homestead Health Products, Inc.**

The name and address of the registered agent and office is: **Hugh Morgan**
5957 Essex Lane
Sarasota, FL 34233

Signature.....

Title: President

Date: 01. 20. 98

Acceptance of Appointment as Registered Agent for

HOMESTEAD HEALTH PRODUCTS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, 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.

Signature.....

Name: **Hugh Morgan**

Title: Treasurer

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98 JAN 26 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA