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LAW OFFICES OF
JOSEPH G. BYWATER

P. O. DRAWER 2807
LAKELAND, FLORIDA 33806-2807

PHONE: 941 / 686-5109

400002451004--8

-03/09/98--01110--015

March 4, 1998

*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Healty Choice Inc.

Dear Sir:

Enclosed are the Articles of Incorporation regarding the above
to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00, representing
the following:

Filling Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,


Joseph G. Bywater

JGB/mc

Enclosures

c: Healthy Choice Inc.

FILED
MAR - 9 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-10-98

ARTICLES OF INCORPORATION
OF
HEALTHY SOURCE INC.

FILED
98 MAR -9 PM 12:05
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Healthy Source Inc. and the business address of this corporation is 880 South Lakeshore Way, Lake Alfred, Florida, 33850.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: health food sales and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 2000 E. Edgewood Drive, Suite 108B, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Bywater.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Mark Kenemuth
2121 West Central Avenue
Winter Haven, Florida 33880

William Ore
114 Quailwood Drive
Winter Haven, Florida 33880

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 4th day of March, 1998.


JOSEPH G. BYWATER

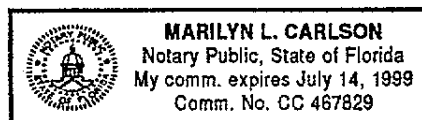
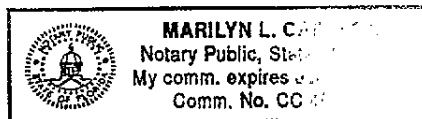
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 4th day of March, 1998.


NOTARY PUBLIC

Commission Expires
Commission Number
Notary Seal



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

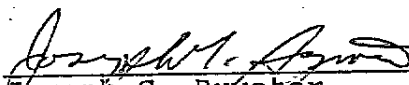
THAT HEALTHY SOURCE INC. —
WITH ITS PLACE OF BUSINESS AT: LAKE ALFRED, FLORIDA
HAS NAMED: JOSEPH G. BYWATER
LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 108B
CITY OF LAKELAND, STATE OF FLORIDA

FILED
98 MAR -9 PM 12:05
TALLAHASSEE, FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: March 4, 1998


Joseph G. Bywater
Registered Agent