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Joseph A. Murphy, III

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April 17, 1998

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

100002493331--8  
-04/20/98--01041--014  
\*\*\*122.50 \*\*\*122.50

RE: Incorporation  
PSL Herbs & More, Inc.

Dear Sir/Ms.:

Please find enclosed the original and two (2) copies of the Articles of Incorporation for PSL Herbs & More, Inc.. We have also enclosed the filing fee of \$122.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,

*Joseph A. Murphy, III*  
Joseph A. Murphy, III /js

JAM/ks  
encl.

FILED  
98 APR 20 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/14-21-9

**ARTICLES OF INCORPORATION**  
**OF**  
**PSL HERBS & MORE, INC.**

The undersigned, acting as incorporator for the purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE ONE**

The name of the corporation is PSL HERBS & MORE, INC.

**ARTICLE TWO**

The principal office of the corporation, the mailing address for the corporation, the address of the corporation's initial registered office is:

374 SE PORT ST. LUCIE BLVD.  
PORT ST. LUCIE, FL 34984

**ARTICLE THREE**

The name of the registered agent at the above address is:

LOUIS L. PENTA  
374 SE PORT ST. LUCIE BLVD.  
PORT ST. LUCIE, FL 34984

**ARTICLE FOUR**

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

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#### **ARTICLE FIVE**

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

#### **ARTICLE SIX**

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

#### **ARTICLE SEVEN**

The corporation shall provide retail nutritional supplements.

#### **ARTICLE EIGHT**

The corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one.

#### **ARTICLE NINE**

The name and address of the individual who is the incorporator:

Louis L. Penta  
624SE Crescent Avenue  
Port St. Lucie, FL 34984

#### **ARTICLE TEN**

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Louis L. Penta
Vice-President	Louis L. Penta
Secretary	Sandra J. Penta
Treasurer	Louis L. Penta

#### **ARTICLE ELEVEN**

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefore is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Louis L. Penta	624 SE Crescent Avenue Port St. Lucie, FL 34984	100	\$100.00

#### **ARTICLE TWELVE**

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

#### **ARTICLE THIRTEEN**

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

#### **ARTICLE FOURTEEN**

After incorporation, the corporation may adopt a plan agreeable to an consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation

agreeable to the provisions of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of  
Incorporation this 17 day of April, 1998.

  
\_\_\_\_\_  
LOUIS L. PENTA

STATE OF FLORIDA

COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **LOUIS L. PENTA**, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified herself by Florida Drivers License # FLDL# P530-532-44-444-0 he acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 17 day of April, 1998.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My commission expires:



JOSEPH A MURPHY III  
My Commission CC394224  
Expires Jul. 20, 1998  
Bonded by HAI  
800-422-1555


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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That PSL HERBS & MORE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Port St. Lucie, County of St. Lucie, State of Florida has named LOUIS L. PENTA, 624 SE Crescent Avenue, Port St. Lucie, FL 34984 being in the County of St. Lucie, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT;**

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

By:   
**LOUIS L. PENTA**  
Registered Agent

Date: 17 April 1998

**FILED**  
**98 APR 20 PM 12:57**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**