Attorney & Counselor 516 Camden Avenue Stuart, Florida 34994

> (561) 223-8600 Fax (561) 283-2419

April 17, 1998

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

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,

JOSIAN (), Murphy, III / ) &

JAM/ks encl.

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SECRETARY OF STATE
ANALYSISE ELOPINA

JU4-21-C,

# 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 said 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.

#### 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:

SUBSCRIBER	ADDRESS	SHARES	CONSIDERATION
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.

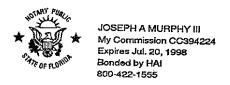
## ARTICLE FOURTEEN

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 WITHERS WHEREOF, the undersigned subscittlers have executed these Articles of			
Incorporation thisi7 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 # FLBL #P530-532-49-494-0 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			
Notary Public State of Florida at Large  My commission expires:			



# 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 <u>PSL HERBS & MORE, INC.</u> 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 <u>LOUIS L. PENTA</u>, 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.

LOUIS L. PENT

Registered Agent

Date: 17 April 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA