

TERRANCE R. KETCHEL, P.A.
Attorneys and Counselors At Law
126 NE Egin Parkway
Fort Walton Beach, Florida 32548

Terrance R. Ketchel

(850) 664-2705
Fax (850) 664-7933

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May 18, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 2:20

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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*****78.75 *****78.75

RE: Articles of Incorporation for
Therapeutic Botanicals, Inc.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for Therapeutic Botanicals, Inc. We have enclosed a check in the amount of \$78.75 which represents the filing fee and the fee for a Certificate of Good Standing.

Please return the copies of the filed Articles of Incorporation and Certificate of Good Standing to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

Terrance R. Ketchel
Terrance R. Ketchel

TRK/sdp

Enc a/s

**ARTICLES OF INCORPORATION
FOR
THERAPEUTIC BOTANICALS, INC.**

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Article I.

Corporate Name

The name of this corporation is Therapeutic Botanicals, Inc.

Article II.

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III.

Term of Existence

This Corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

Article IV.

Registered Agent and Initial Registered and Principal Office

The name of the initial registered agent and the street address of the initial registered office and principal office of this Corporation in the State of Florida shall be: Thomas F. Hayes-Morrison, 2106 NW 67th Place, Suite 1, Gainesville, Florida 32653.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

Article V.

Share Structure

5.01 The corporation is authorized to issue five million (5,000,000) shares divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class will be determined by the Board of Directors.

Authority of Board of Directors to Fix Terms of Series

5.02 The Board of Directors is authorized and required to fix, in the manner and to the full extent permitted by law, all provisions of the shares of each series not otherwise set forth in these Articles as long as no provision is inconsistent with the provisions of this Article. The Board of Directors shall fix:

Designation of Series -- Number of Shares

(a) The distinctive designation of each series and the number of shares that constitutes each series shall be determined by resolution of the Board of Directors.

Dividend Rates and Rights

(b) The annual rate of dividends payable on the shares of all series, as well as the date from which dividends shall be cumulative on all shares of any series issued before the record date for the first dividend on shares of the series, and the dividend rights applicable to the shares of all series.

Voluntary Liquidation Preferences

(c) The amount payable on shares of each series in the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation.

Conversion Rights

(d) The rights, if any, of the holders of shares of any series to convert the shares into common shares and the terms and conditions of the conversion.

Voting Rights

(e) Any voting rights in matters other than those for which voting rights are specifically provided in this article and any other preferences, relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions on the shares.

Dividends -- Time for Payment

5.03 The holders of preferred shares of each series that may be issued, in preference to the holders of the common shares, shall be entitled to receive dividends out of any funds legally available for this purpose, as and when declared by the Board of Directors.

Cumulative Rights

5.04 In no event, as long as any preferred shares shall be outstanding, shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on any of the common shares, unless and until all dividends on the preferred shares of all series for all past dividend periods and for the then current period shall have been paid or declared and a sum

sufficient for the payment thereof set apart. The foregoing provisions of this paragraph, however, shall not prohibit a dividend on common shares in exchange for, or through application of the proceeds of the sale of, common shares.

Full Participation

5.05 Subject to the provisions of Paragraphs 5.03 and to any further limitations prescribed by the Board of Directors pursuant to the provisions of Paragraph 5.02, the Board of Directors may declare, out of any funds legally available therefor, additional dividends.

Liquidation Preferences -- Voluntary Dissolution

5.06 On any voluntary liquidation, dissolution, or winding up of the affairs of the corporation, holders of preferred shares shall be entitled to receive the respective amounts paid to purchase the preferred shares plus any dividends that have accrued, if earned, before any amount shall be paid to the holders of the common shares.

Involuntary Dissolution

5.07 In the event of any involuntary liquidation, dissolution, or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full an amount equal to the respective amounts paid to purchase the preferred shares, together with accrued dividends to the distribution or payment date, whether or not earned or declared.

Insufficient Assets

5.08 If, on any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the assets of the corporation are insufficient to permit full payment to the preferred shareholders as herein provided, then the holders of any series of the preferred shares shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled.

Participation Rights Where Assets Sufficient

5.09 If, on any liquidation, dissolution, or winding up of the affairs of the corporation, payment shall have been made in full to the holders of the preferred shares, as provided in Paragraph 5.06 or 5.07, the remaining assets and funds of the corporation shall be distributed equally to all outstanding shares, preferred and common, share for share.

Dissolution as Not Including Consolidation or Merger

5.10 Neither the consolidation or merger of the corporation, nor the lease or conveyance of all or substantially all of its assets, shall be deemed a liquidation, dissolution, or winding up of the affairs of the corporation within the meaning of Paragraphs 5.06 through 5.08 or within the meaning of the provisions of Paragraph 5.08.

Conversion Rights of Preferred Shares

5.11 The holder of any shares of any series of preferred shares having conversion rights designated by the Board of Directors may convert such shares at any time, at his option, on

delivery to the corporation of his written notice electing to convert, said shares to common shares for the preferred shares. On surrender at the office of the corporation or office of the transfer agent of the shares of the certificate or certificates for the preferred shares, duly endorsed to the corporation, the holder shall be entitled to receive that number of common shares designated by the Board of Directors for each preferred share so converted.

Voting Rights

5.12 Except as otherwise provided in these articles or by law, the holders of the common shares shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings, except for the preferred shares designated by resolution of the Board of Directors to include such voting and notice rights.

Article VI.

Election of Board of Directors

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors that the Shareholder may elect. The Shareholder may cast all such votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

Article VII.

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

Article VIII.

Initial Director

The name of the initial directors of this Corporation and their street addresses are: Marc Ketchel, 10105 NW 156th Avenue, Alachua, Florida 32615 and Thomas F. Hayes-Morrison, 16133 NW 78th Terrace, Alachua, Florida 32615.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Article IX.

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Thomas F. Hayes-Morrison, 16133 78th Terrace, Alachua, Florida 32615.

Article X.

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a

stockholder's meeting by at least a two-thirds vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 21st day of May, 1998.


THOMAS F. HAYES-MORRISON

STATE OF FLORIDA

COUNTY OF Alachua


I HEREBY CERTIFY that on this _____ day of May, 1998, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared THOMAS F. HAYES-MORRISON, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.


To me personally known
☒ Identified by Driver's License Number H250806433040
issued by the State of FL



"OFFICIAL SEAL"
Christine Suarez-Jenkins
My Commission Expires 11/6/2001
Commission #CC 599155


Notary Public
Typed Name: _____
My Commission Expires: _____
Commission No.: _____

I, Thomas F. Hayes-Morrison am hereby familiar with and accept the duties and responsibilities as Registered Agent for Therapeutic Botanicals, Inc.


THOMAS F. HAYES-MORRISON
Registered Agent

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May 19, 1998

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