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Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 98 JUN -4 PH 1: 12

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SUBJECT:	Natures' Buds, Inc. (Proposed corpora	te name - must include	suffix)	-
			- 90000254: -06/04/98	30899 -01092005 5 ****131.25
Enclosed is an origin	nal and one(1) copy of the articles	of incorporation and	a check for :	
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	□\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee,	
		ADDITIONAL (COPY REQUIRED	
FROM	Linda D. Hannan Name (Printed or typed)			
	11241 Em-En-El Grove Road Address			
leesburg, FL 34788 City, State & Zip				
	352-669-0430	0 ' ' '	Linda	GAVE
	Daytime 1	elephone number	AUTHORIZATION BY PHONE TO	

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF NATURES' BUDS, INC.

98 JUN -4 PM 1: 12
DIYLJON VIASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is: Natures' Buds, Inc.

ARTICLE II.

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Department of State.

ARTICLE III.

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. Their principle place of business shall be 11241 Em-En-El Grove Road, Leesburg, Florida 34788.

ARTICLE IV.

The Corporation is authorized to issued 1000 shares of \$1.00 par value which shall be designated as common shares.

ARTICLE V.

The Corporations initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Linda D.Hannan

INITIAL REGISTERED OFFICE: 11241 Em-En-El Grove Road

Leesburg, Florida 34788

ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Corporation is one or more. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less that the number of the initial Board of Directors.

The name and addresses of the initial Directors are:

NAME

ADDRESS

Ralph Hannan

11241 Em-En-El Grove Road Leesburg, Florida 34788

ARTICLE VII.

The name and address of the Incorporator executing these Articles of

Incorporation is:

INCORPORATOR: Linda D. Hannan

ADDRESS

11241 Em-En-El Grove Road

Leesburg, Florida 34788

ARTICLE VIII.

The power to adopt, alter amend, or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX.

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE X.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI.

At each election of Directors, every Stockholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII.

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES

AS REGISTERED AGENT.

INCORPORATOR / REGISTERED AGENT

PENNY S. RANDALL

MY COMMISSION # CC 632837 EXPIRES: November 23, 1999

Bonded Thru Notary Public Underwriters