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LETTER OF TRANSMITTAL
FILED

98 JUL -8 PM 1:21

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/08/98--01082--001

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

Re The Herb Shop of Central Florida, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

David W. Keaton
(individual's name)

David L. Keaton GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

The Herb Shop of Central Florida, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION

979 West State Rd 434

Longwood, FL 32750

PHONE

(407) 339-3388

Area Code

Number

Ext.

P. Hall

JUL - 9 1998

ARTICLES OF INCORPORATION

of
The Herb Shop of Central Florida, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

The Herb Shop of Central Florida, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five hundred shares (500) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>David W. Keaton</u>		
ADDRESS	<u>979 West State Road 434</u>		
CITY	<u>Longwood, FL</u>	FLORIDA	<u>327 FL</u> ZIP <u>32750</u>

THE PRINCIPAL ADDRESS IS THE SAME.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>David Keaton</u>		
ADDRESS	<u>115 Shady Vale</u>		
CITY	<u>Longwood</u>	STATE	<u>FL</u> ZIP <u>32750-2713</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	<u>David Keaton</u>		
ADDRESS	<u>Shady Vale</u>		
CITY	<u>Longwood</u>	STATE	<u>FL</u> ZIP <u>32750-2713</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7 day of July, 19 98.

David W. Keaton (Seal)
K350-179-60-361-0 (Seal)
10-1-60 6103 Wm. (Seal)

STATE OF FLORIDA)
COUNTY OF Seminole) SS.

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

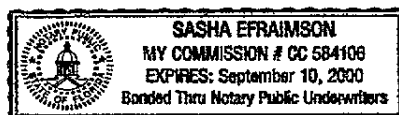
DAVID W. KEATON / FLORIDA DRIVERS LICENSE #
K350-179-60-361-0

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 7th day of July, 19 98.

(Notary Seal)

Sasha Efraimson
(Notary Public, State of Florida at Large)
My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED

98 JUL -8 PM 1:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Herb Shop of Central Florida, INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 979 West State Road 434
Longwood FL 32750

has named David W. Keaton

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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

David Keaton
(registered agent)