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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 3:08

Peter Makris
2110 Drew Street
Clearwater, FL 33765

8/21/98

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-08/26/98-01045-016
*****70.00 *****70.00

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

Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly Yours,



Peter Makris

D. BROWN AUG 28 1998

ARTICLES OF INCORPORATION

OF

HERBS etc., of PINELLAS, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

HERBS etc. OF PINELLAS, INC.

The principal place of business of this corporation shall

be: 2114 DREW STREET, SUITE E, CLEARWATER, FLORIDA 33765.

The mailing address of this corporation shall be: 2114 DREW STREET, SUITE E, CLEARWATER, FLORIDA 33765.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10, 000 shares of common stock have \$1.00 per value per share.

ARTICLES IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have two directors and officers, initially. The name and street address of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

***Roger Kliesh
President***

***2114 Drew Street
Suite E
Clearwater, FL 33765***

***Marty Kliesh
Secretary***

***2114 drew Street
Suite E
Clearwater, Florida 33765***

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

Roger Kliesh

***2114 Drew Street
Suite E
Clearwater, Florida 33765***

IN WITNESS WHEREOF, the under signed incorporator has executed these Articles of Incorporation this 21st day of AUGUST 1998.

Signature of Incorporator

x Roger Kliesh
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 21st day of AUGUST, 1998, by ROGER KLIESH of HERBS etc. INC.

Notary Public



Peter Makris
Commission # CC 749025
Expires June 7, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]

My Commission Expires: 6/7/2002

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CERTIFICATE DESIGNATING

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

HERBS etc. OF PINELLAS, INC.

2. The name and address of the registered agent and office is:

Name: *ROGER KLIESH*

Address: *2114 DREW ST., SUITE E*

City: *CLEARWATER*

State: *FLORIDA*

Zip: *33765*

SIGNATURE

Roger Kliech
(Corporate Officer)

TITLE: *PRESIDENT*

DATE:

8/21/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Roger Kliech
DATE:

8/24/98