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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 PM 3:20

November 6, 1998

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

200002696902--0
-11/25/98--01082--008
*****122.50 *****78.75


Re: Second Nature, Inc.

Gentlemen:

Enclosed is the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

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.

Sincerely,


Carmen S. Llerena

fcs
Enclosures

MAILING ADDRESS OF CORPORATION:

7271 SW 137 Court
Miami, Florida 33183

Phone: (305) 387-1274

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ARTICLES OF INCORPORATION

of

Second Nature, Inc.

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The undersigned subscribers of these Articles of Incorporation, natural persons 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: Second Nature, 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 (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and the mailing address of the corporation is: _____

Second Nature, Inc.
7271 SW 137 Court
Miami, Florida 33183

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

Carmen S. Llerena
7271 SW 137 Court
Miami, Florida 33183

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have Three (3) 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 directors of the corporation are as follows:

Carmen S. Llerena
7271 SW 137 Court
Miami, Florida 33183

Michael D. Llerena
7271 SW 137 Court
Miami, Florida 33183

Marcos H. Llerena
7271 SW 137 Court
Miami, Florida 33183

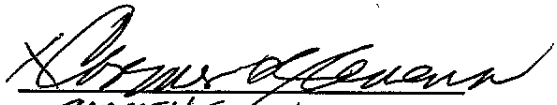

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Carmen S. Llerena
7271 SW 137 Court
Miami, Florida 33183

Marcos H. Llerena
7271 SW 137 Court
Miami, Florida 33183

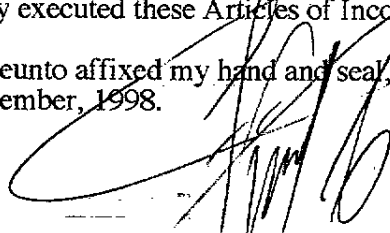
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6th day of November, 1998.


CARMEN S. LLERENA


STATE OF FLORIDA)
) SS
COUNTY OF DADE)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: Carmen S. Llerena and Marcos H. Llerena known to me and known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

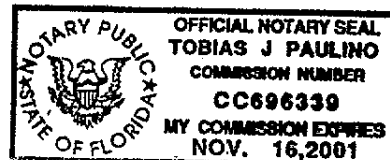
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 6th day of November, 1998.



Notary Public, State of Florida at Large

My Commission expires: Nov. 16/2001

SWORN TO BEFORE ME
By MRS. CARMEN LLERENA
WHO SHOWED ID # L650117499640
DRIVER LICENSE.
DATE: Nov. 20/98. —
AND ALSO MR. MARCOS H. LLERENA
WHO SHOWED DRIVER LICENSE
L650548 48-022



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Second Nature, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, 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:

7271 SW 137 Court

Miami, Florida 33183

has named Carmen S. Llerena

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

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above state corporation at the place designated in this certificate, and being familiar with the obligation of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Carmen S. Llerena
Registered Agent

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