

GINO J. di MARCO
2829 Florida Boulevard, Suite 105, Delray Beach, Florida, 33483

999800000104

January 2, 1999

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

100002727311--8
-12/31/98--01013--004
*****78.75 *****78.75

Re: Articles of Incorporation
Mountain Fresh Herbs, Inc.

Gentlemen:

Enclosed are two original Articles of Incorporation and Registered Agent Certificate for filing for the above named corporation., along with my check in the amount of \$78.75 as the filing fee.

Will you kindly return to me a copy of the filed Articles. I enclose a self-addressed, stamped envelope for your convenience.

Very truly yours,

Gino J. di Marco
Gino J. di Marco

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION

OF

MOUNTAIN FRESH HERBS, INC.

ARTICLE I – NAME

The name of this corporation is MOUNTAIN FRESH HERBS, INC.

ARTICLE II – DURATION

This corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE III – PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

- A. To grow, pack, ship, export and import herbs of every nature; to buy and sell real estate and to buy and sell personal property; and to do any and all things and matters necessary and appertaining thereto, and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock without par value.

ARTICLE V – CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI – CAPITAL STOCK VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

AGENT ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this corporation are 2829 Florida Boulevard, Suite 105, Delray Beach, Florida 33483. The name of the initial registered agent of this corporation is Gino J. di Marco, whose address is 2829 Florida Boulevard, Suite 105, Delray Beach, Florida 33483.

ARTICLE IX – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

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The name and address of the initial director of this corporation is:

GINO J. DI MARCO 2829 Florida Boulevard
Suite 105
Delray Beach, Florida 33483

ARTICLE X - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as a Subscriber and the number of shares he has agreed to purchase are as follows:

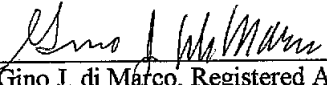
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Gino J. di Marco	2829 Florida Boulevard Suite 105 Delray Beach, Fl 33483	5

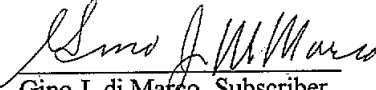
ARTICLE XI - INCORPORATOR

The name and address of the person signing this Article of Incorporation is:

GINO J. DI MARCO 2829 Florida Boulevard
Suite 105
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 1999.


Gino J. di Marco, Registered Agent


Gino J. di Marco, Subscriber

STATE OF FLORIDA

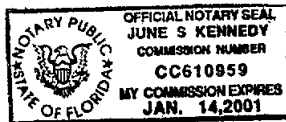
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gino J. di Marco who is known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of January, 1999, in the County and State aforesaid.


Notary Public

My Commission Expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

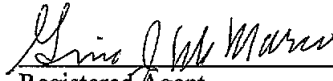
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: MOUNTAIN FRESH HERBS, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Delray Beach, County of Palm Beach, State of Florida, has named Gino J. di Marco, located at:

2829 Florida Boulevard, Suite 105, Delray Beach, Florida, 33483
as its agent to accept service of process within the 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 provision of said Act relative to keeping open said office.

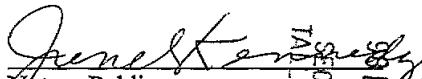


Registered Agent

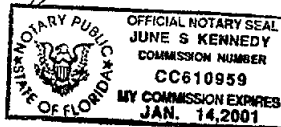
STATE OF FLORIDA :
COUNTY OF PALM BEACH :

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Gino J. di Marco who is known to me, and known by me to be the person who executed the foregoing Acknowledgement and he acknowledged before me that he executed the Acknowledgement for the purposes there in expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of January 1999 in the County and State aforesaid.


Notary Public

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 DEC 31 PM 4: 20
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