

P99000030819

Freedman & Michaels

PROFESSIONAL ASSOCIATION

Michael J. Freedman
Linda M. Michaels

Suite 2525, Park Tower
400 North Tampa Street
Tampa, Florida 33602

Telephone (813) 229-6925
Facsimile (813) 221-8501

E-Mail: freed2525@aol.com

May 7, 2001

BY FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

800004191258-27
-05/03/01--01095--028
*****78.75 *****43.75

Re: Nature's Depot, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Amended and Restatede Articles and return a certified copy to this office.

Also enclosed is this firm's check in the amount of \$78.75, representing the filing fee of \$35.00, certified copy fee of \$8.75, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


LINDA M. MICHAELS

LMM:sms

Enclosures

LINDA NATURE SEC-STAT.LTR

FILED
01 MAY -9 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated + N/C

T BROWN JUN - 4 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 17, 2001

LINDA M. MICHAELS
FREEDMAN & MICHAELS
400 N. TAMPA STREET, SUITE 2525
TAMPA, FL 33602

SUBJECT: NATURES DEPOT, INC.
Ref. Number: P99000030819

We have received your document for NATURES DEPOT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 601A00030279

Law Offices
Freedman & Michaels
PROFESSIONAL ASSOCIATION

Michael J. Freedman

e-mail: mjfesq@tampabay.rr.com

Linda M. Michaels

e-mail: lmmesq@tampabay.rr.com

Suite 2525, Park Tower
400 North Tampa Street
Tampa, Florida 33602

Telephone (813) 229-6925

Facsimile (813) 221-8501

May 23, 2001

BY FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Nature's Depot, Inc.

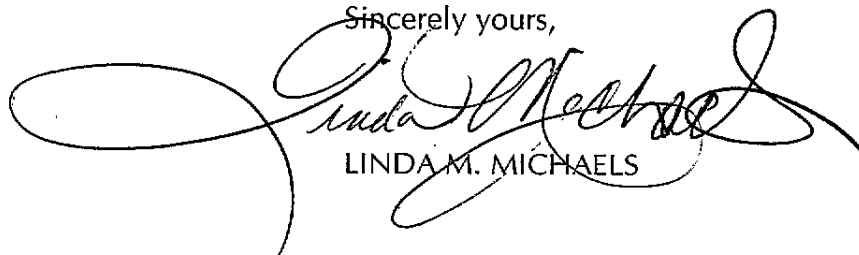
Gentlemen:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation which has been revised per your letter dated May 17, 2001 (copy enclosed) and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the Original Amended and Restated Articles as of the date initially received in your office per Florida Statute and return a certified copy to this office.

Our firm's check in the amount of \$78.75 was sent in with the initial request and has been retained in your office.

Please call our office should you have any questions and thank you for your assistance.

Sincerely yours,



LINDA M. MICHAELS

LMM:smk

Enclosures

linda\nature\secst2

RECEIVED
01 MAY 25 PM 3:01
DIVISION OF CORPORATIONS

Law Offices
Freedman & Michaels
PROFESSIONAL ASSOCIATION

Michael J. Freedman
e-mail: mjfesq@tampabay.rr.com

Suite 2525, Park Tower
400 North Tampa Street
Tampa, Florida 33602

Telephone (813) 229-6925

Linda M. Michaels
e-mail: lmmesq@tampabay.rr.com

Facsimile (813) 221-8501

May 30, 2001

BY FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Theresa Brown

RE: Nature's Depot, Inc.

Dear Ms. Brown:

Enclosed please find a revised original and one copy of the Amended and Restated Articles of Incorporation which has been revised per your conversations with my assistant on this date. As discussed, please attach the acceptance and corporate signatory from the Certificate Designating Registered Agent for the above-named corporation already in your possession and attach it to page 4 of this document. Please file the Original Amended and Restated Articles as of the date initially received in your office per Florida Statute and return a certified copy to this office.

Our firm's check in the amount of \$78.75 was sent in with the initial request and has been retained in your office.

Please call our office should you have any questions and thank you for your assistance.

Sincerely yours,



LINDA M. MICHAELS

LMM:smk
Enclosures
linda\nature\secst3

FILED
01 MAY -9 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATURES DEPOT, INC.**

The amendment and restatement of these Articles of Incorporation was adopted and approved by the unanimous vote of the shareholders entitled to vote thereon, in accordance with Florida Statutes on May 1, 2001.

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

ARTICLE I

NAME OF CORPORATION

The new name of the corporation shall be:

NATURE'S DEPOT, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or 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 that this corporation is authorized to have outstanding at any one time is two hundred (200) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 1336 Seven Springs Boulevard, New Port Richey, Florida 34655, and the name and address of the registered agent of this corporation at that address is Susan M.Gray

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The names and address of the director of this corporation are:

Name

Address

Susan M. Gray

1409 Jutland Boulevard
New Port Richey, FL 34655

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is:

Name

Address

Susan M. Guariniello

1409 Jutland Boulevard
New Port Richey, FL 34655

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the number of directors, the issuance of stock certificates to replace lost or destroyed stock certificates, and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX


AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 5th day of May, 2001.

The undersigned has adopted and accepted these Amended and Restated Articles of Incorporation.

SIGNATURE


SUSAN M. GRAY

TITLE President

DATE May 5, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


SUSAN M. GRAY

DATE May 5, 2001

REGISTERED AGENT FILING FEE: \$35.00