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2600 Douglas Rd
Coral Gables, FL 33134

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Madera Herbs, Inc.

The undersigned subscriber to these Articles of Incorporation, a 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: Madera Herbs, Inc.

ARTICLE II- DURATION

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

ARTICLE III- PURPOSE

This 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 ONE MILLION (1,000,000) shares of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

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

Ramiro Manuel Fernandez-Moris
2600 Douglas Road, Suite 1004
Coral Gables, FL 33134

ARTICLE VI- INITIAL BOARD OF DIRECTORS

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

Ramiro R. Fernandez
2600 Douglas Road, Suite 1004
Coral Gables, FL 33134

ARTICLE VII- OFFICERS

The following individuals shall hold office for the Corporation as designated below:

To be elected at first meeting of the Board of Directors

ARTICLE VIII- INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:


Ramiro R. Fernandez
2600 Douglas Road, Suite 1004
Coral Gables, FL 33134

ARTICLE IX- PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

2600 Douglas Road, Suite 1004
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of May, 1999.


Ramiro R. Fernandez

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:

Ramiro R. Fernandez

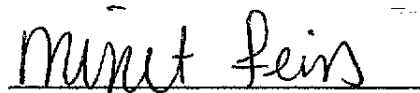
and has provided the following identification

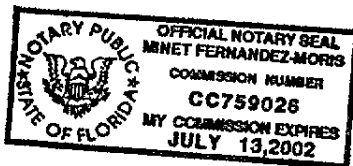
FLORIDA DRIVER'S LICENSE-NO: F655-736-54-384-0

and known to me to be the person 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 6 day of May, 1999.

My Commission expires:


(Notary Public)



Minet Fernandez-Morris
(Printed Name of Notary)

CERTIFICATE OF REGISTERED AGENT

of

Madera Herbs, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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:

2600 Douglas Road, Suite 1004
Coral Gables, FL 33134

has named Ramiro Manuel Fernandez-Moris located at the aforesaid address, as Registered Agent to accept service of process within this state.

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.


Ramiro Manuel Fernandez-Moris
(registered agent)

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

Ramiro Manuel Fernandez-Moris
2600 Douglas Road, Suite 1004
Coral Gables, FL 33134

Date: 5/6/99