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**FLORIDA PROFIT CORPORATION OR P.A.**

**Herbal Promise, Inc.**

Certificate of Status	0
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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF  
HERBAL PROMISE, INC.**

**THE UNDERSIGNED**, acting as sole incorporator of **HERBAL PROMISE, INC.** (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

**ARTICLE I**

**Name**

The name of the Corporation is: **HERBAL PROMISE, INC.**

**ARTICLE II**

**Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**Shares**

The total number of shares which the Corporation shall have the authority to issue shall be One Thousand (1,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

**ARTICLE IV**

**Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

Martin A. Traber, Esq.  
Florida Bar #0099805  
Foley & Lardner  
100 N. Tampa Street, Suite 2300  
Tampa, Florida 33602  
Phone: (813) 229-2300  
005.130717.1

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**ARTICLE V**  
**Principal Office**

The address of the Principal Office of the Corporation is **6715 South Englewood Avenue, Tampa, Hillsborough County, Florida 33611**. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE VI**  
**Mailing Address**

The mailing address of the Corporation is **6715 South Englewood Avenue, Tampa, Florida 33611**.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is **6715 South Englewood Avenue, Tampa, Florida 33611**, and the initial Registered Agent at such address is **Janice R. Schmitt**.

**ARTICLE VIII**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is: **Martin A. Traber, Foley & Lardner, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602**.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 20<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
Martin A. Traber, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, a resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of **HERBAL PROMISE, INC.**

**DATED**, this 20<sup>th</sup> day of September, 1999.

By: Janice R. Schmitt  
Janice R. Schmitt

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