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TRANSMITTAL LETTER

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

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-09/29/99--01027--003
*****70.00 *****70.00

SUBJECT: HEALTHY INN, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

HEALTHY INN, INC.
7407 HOLIDAY DRIVE
SPRING HILL, FL 34606
(352) 686-2903

FILED
99 SEP 29 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

Josephine GAVE
AUTHORIZATION BY PHONE TO
CORRECT Remove DBA
DATE 10-1-99
DOC. EXAM CB

CB
10-1-99
4

FILED
99 SEP 29 AM 8:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HEALTHY INN, INC.

We undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

HEALTHY INN, INC. dba/HERB N' RENEWAL

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
7407 HOLIDAY DRIVE
SPRING HILL, FL 34606

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand(1000) shares of Common Stock each having a par value of one(1) dollar per share. Authorized Capital stock may be paid for in cash, services or property, at a just value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
JOSEPH K. LEMIEUX
7407 HOLIDAY DRIVE
SPRING HILL, FL 34606

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is(are):

JOSEPH K. LEMIEUX
7407 HOLIDAY DRIVE
SPRING HILL, FL 34606

ARTICLE VI - CAPITAL CONTRIBUTION

The amount of Capital with which this corporation shall begin business is one hundred dollars (\$100.00) cash.

ARTICLE VII - DURATION

This corporation shall exist perpetually.

ARTICLE VIII - PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

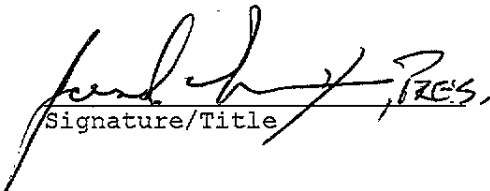
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has (have) executed these Articles of Incorporation this 13TH day of AUGUST, 19 99.


Signature/Title

Signature/Title

Signature/Title

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is: HEALTHY INN, INC.

2. The name and address of the registered agent and office is:

JOSEPH K. LEMIEUX
(NAME)

7407 HOLIDAY DRIVE
(P.O. BOX NOT ACCEPTABLE)

SPRING HILL, FL 34606
CITY/STATE/ZIP


SIGNATURE (corporate officer)

PRESIDENT
TITLE

8/24/99
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 THE 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

8/24/99
DATE

REGISTERED AGENT FILING FEE: \$35.00