

JUDY L. SYKES  
2704 Burwood Avenue  
Orlando, Florida 32837  
(407) 826-0909

January 10, 1995  
**P95000003358**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: AS THE GARDEN GROWS, INC.  
Incorporation

**EFFECTIVE DATE**  
1-06-95

200001376642  
-01/11/95--01112--005  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for AS THE GARDEN GROWS, INC., the original Designation of Registered Agent, and a check in the amount of \$122.50 to cover the state's charge filing fee.

If you have any questions, please call.

Sincerely,

*Judy L. Sykes*  
Judy L. Sykes

JLS

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1995 JAN 11 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*JLS*  
*1/12/95*  
*P95-3358*

**ARTICLES OF INCORPORATION  
OF  
AS THE GARDEN GROWS, INC.**

The undersigned, acting as incorporator of AS THE GARDEN GROWS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be: AS THE GARDEN GROWS, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:  
Burwood Avenue, Orlando, Florida 32837.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation commenced on January 6, 1995.

**ARTICLE IV. PURPOSE**

This corporation may engage in any activity of business permitted under the laws of the United States and Florida.

**ARTICLE V. CAPITAL STOCK**

The authorized capital stock of the corporation shall consist of one thousand shares of Common Stock, par value \$1.00 per share.

1. **Dividends.** Subject to the requirements of applicable law and the rights of holders of shares of all classes of stock having prior rights as to dividends, the holders of Common Stock shall be entitled to receive such dividends, at such times, and in such amounts, as the Board of Directors may deem advisable.

2. **Liquidation.** In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, after payment of all preferential amounts to which the holders

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of shares of all classes of stock having prior rights thereto shall be entitled, the remaining assets of the corporation shall be distributed ratably among the holders of the shares of Common Stock and the holders of such other shares of capital stock of the corporation as shall be entitled to participate in such distribution with the holders of Common Stock. For all purposes of this paragraph 2, the voluntary sale, lease or transfer (for cash, shares of stock, securities, or other consideration of all or substantially all of the assets of the corporation to, or a consolidation or merger of the corporation with, one or more Persons shall not be deemed to be a liquidation, dissolution, or winding-up of the corporation.

3. **Voting.** The holders of shares of Common Stock shall be entitled to one vote per share on all matters as to which the holders of the Common Stock are entitled to vote.

4. **General Provisions.**

(a) The term "Person," as used herein, means any corporation, partnership, trust, organization, association, other entity or individual.

(b) The term "outstanding," when used with reference to shares of stock shall mean issued shares, excluding shares held by the corporation or a Subsidiary of the corporation.

(c) All accounting terms used herein and not expressly defined herein shall have the meanings given to them in accordance with generally accepted accounting principles.

(d) The headings of the paragraphs, subparagraphs, clauses, and subclauses of this Article are for convenience of reference only, and shall not define, limit, or affect any of the provisions hereof.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Each holder of Common Stock and each holder of Common Stock Warrants of this

board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.


#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of January, 1995.

  
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JUDY I. SYKES  
INCORPORATOR

**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 followings statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation AS THE GARDEN GROWS, INC.
2. The name and address of the registered agent and office is:

Judy L. Sykes  
2704 Burwood Avenue  
Orlando, Florida 32837

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TALLAHASSEE, FLORIDA

*Vicki R. Twilley*  
VICKI R. TWILLEY  
President  
Dated: 1-6-95

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.

*Judy L. Sykes*  
JUDY L. SYKES  
Dated: 1/6/95