

P97000028064

JOHN C. BARNETT

Requestor's Name

2517 MORGANER CT.

Address

Tallahassee, Florida

City/State/Zip

Phone #

32312

(904) 386-7870

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Office Use Only

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

- 1. Garden Accents, Inc
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 MAR 27 PM 3:39
STATE OF FLORIDA

AL MAR 27 1997

REC
97 MAR 27 3:55

Will wait

Examiner's Initials	
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ARTICLES OF INCORPORATION

FILED

97 MAR 27 PH 3:40

OF

GARDEN ACCENTS, INC.

STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby sets forth the Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is GARDEN ACCENTS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as

required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Six Thousand Five Hundred (6,500) shares of common stock having a nominal or par value of One Dollar and no/100 (\$1.00) per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to begin existence at the time of the filing of these Articles and shall exist perpetually thereafter until dissolved according to law.

ARTICLE V. ADDRESS OF INITIAL PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT

The street address of the principal office of this corporation in the State of Florida is 2597 Merganser Court, Tallahassee, Florida 32312. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is John C. Barnett, whose business address is 2597 Merganser Court, Tallahassee, Florida 32312.

ARTICLE VI. DIRECTORS

This corporation shall have (2) directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The name and address of the members of the first Board of Directors are:

NAME	ADDRESS
John C. Barnett	2597 Merganser Court Tallahassee, Florida 32312
Carole C. Barnett	2597 Merganser Court Tallahassee, Florida 32312

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation is:

NAME	ADDRESS
John C. Barnett	2597 Merganser Court Tallahassee, Florida 32312

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify any director, officer, or agent of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of action taken in an official capacity for or on behalf of the Corporation as well as action taken in another capacity while holding such office against expenses (including attorney's fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action suit or proceeding, including appeals. However, in accordance with law, such indemnity is not authorized for any action which constituted:

- (a) A violation of the criminal law, unless such person had reasonable cause to believe his conduct was lawful;
- (b) A transaction from which the director, officer, employee or agent derived improper personal benefit;
- (c) An authorization by a director of improper dividends or other distributions;

(d) Willful conduct in conscious disregard for the best interest of the Corporation; or

(e) Any action for liabilities arising under the Securities Act of 1933.

Determination of any action, suit or proceeding by judgement, order, settlement, or conviction shall not create a presumption that the person acted contrary to the standard of conduct described above. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners: (i) a majority vote of a quorum of directors who were not parties to the action, suit, or proceeding; or (ii) if such quorum is not obtainable, or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (iii) by independent legal counsel selected by the directors prescribed in paragraph (i) above, or if neither is available; by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or if no such quorum is obtainable, by a majority vote of shareholders who were not parties of such proceeding. Success on the merits in defense of any action, suit, or proceeding shall be determinative that the person acted with the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if he is ultimately determined not to be entitled to indemnification pursuant hereto.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall incur to the benefit to his heirs, executors, administrators, and assigns.

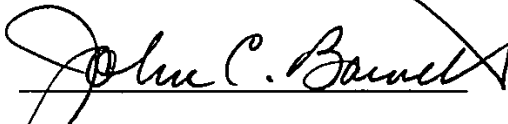
The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provisions of this section.

ARTICLE X. 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 stockholder, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator(s) has executed these Articles of Incorporation this 27th day of March, 1997.

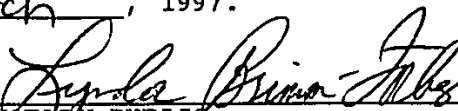

JOHN C. BARNETT, INCORPORATOR

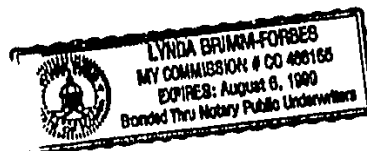
FDL 8653-423-40-180-0
X2002

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JOHN C. BARNETT, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this 27th day of March, 1997.


NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

John C. Barnett, having been named as the registered agent in the foregoing Articles of Incorporation of GARDEN ACCENTS, INC. to accept service of process for the corporation at 2597 Merganser Court, Tallahassee Florida 32312, hereby agrees to act as the registered agent and comply with the law of the State of Florida relative to such position.



JOHN C. BARNETT

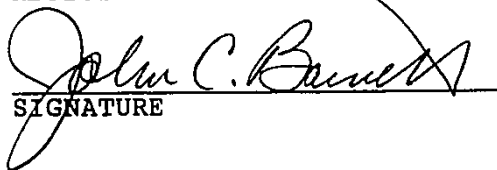
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: GARDEN ACCENTS, INC.
2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

JOHN C. BARNETT
2597 MERGANSER COURT
TALLAHASSEE, FLORIDA 32312

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 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

3/27/97
DATE

FILED
97 MAR 27 PM 3:40
STATE
TALLAHASSEE, FLORIDA