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August 4, 1998

VIA FEDERAL EXPRESS

Florida Dept. of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

000002608060--E  
-08/05/98--01067--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Garden Center at Ocean Reef, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced entity, for filing with the Florida Dept. of State ("State"). Also enclosed is this firm's check in the amount of \$122.50, the State's fee for the filing of same.

Upon completion of the filing, please forward confirmation of same to my attention, in the self-addressed stamped envelope provided for your convenience.

If you have any questions concerning the above request, please call me at (305) 379-7232.

Sincerely,

*Elizabeth Doddridge*  
Elizabeth Doddridge  
Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

Enclosures

Rochele GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article II - add address  
DATE 8/11  
DOC. EXAM B.B

B. BROCK AUG 11 1998

ARTICLES OF INCORPORATION  
OF  
THE GARDEN CENTER AT OCEAN REEF, INC.

ARTICLE I

NAME

The name of this corporation is:

THE GARDEN CENTER AT OCEAN REEF, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address and mailing address of this corporation's initial principal office is:

501 Brickell Key Drive, Suite 509  
Miami, FL 33131

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, each at \$0.01 par value.

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and registered office of this corporation shall be:

Mr. Darryl W. Parmenter  
The Parmenter Company  
501 Brickell Key Drive, Suite 509  
Miami, FL 33131

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE VI

**BOARD OF DIRECTORS**

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of this corporation and his address is:

Darryl W. Parmenter  
The Parmenter Company  
501 Brickell Key Drive, Suite 509  
Miami, FL 33131

ARTICLE VII

**OFFICERS**

The name and position of the initial officers of this corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

<u>Name</u>	<u>Position</u>
Darryl W. Parmenter	President
Adelaid Skoglund	Vice President/Treasurer/Secretary

ARTICLE VIII

**INCORPORATOR**

The name and address of the person signing these Articles is:

William A. Weber, Esq.  
c/o Hughes Hubbard & Reed LLP  
201 Biscayne Blvd., Suite 2500  
Miami, Florida 33131

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal the Bylaws.

ARTICLE XI

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

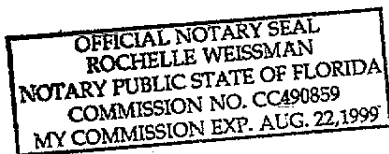
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has executed these Articles of Incorporation this 27 day of July, 1998.

  
\_\_\_\_\_  
William A. Weber, Incorporator

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 William A. Weber, who is personally known to me or who has produced satisfactory evidence of identification and known by me to be the person who executed the foregoing Articles of Incorporation of THE GARDEN CENTER AT OCEAN REEF, INC.

SWORN TO AND SUBSCRIBED before me this 27 day of July 1998.

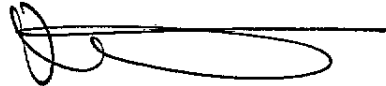


  
\_\_\_\_\_  
Notary Public, State of Florida

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named the Registered Agent of THE GARDEN CENTER AT OCEAN REEF, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

This acceptance is dated the 22 day of July, 1998.



\_\_\_\_\_  
Darryl W. Parmenter, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED