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REFERENCE : 820441 6469B

AUTHORIZATION :

Patricia P. P. P.

COST LIMIT : \$ 122.50

ORDER DATE : May 15, 1998

ORDER TIME : 11:06 AM

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ORDER NO. : 820441-005

CUSTOMER NO: 6469B

CUSTOMER: Mr. Jay Van Heyde
MAGUIRE VOORHIS & WELLS, P.A.

200 South Orange Avenue
Suite 3000
Orlando, FL 32802

DOMESTIC FILING

NAME: WINDERMERE BOTANICAL
GARDEN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 PM 1:58

RECEIVED
MAY 15 PM 12:02
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

WINDERMERE BOTANICAL GARDEN, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, desiring to form a not-for-profit corporation under the Florida Not For Profit Corporation Act (the "Act"), hereby certifies and acknowledges that:

ARTICLE I

Name

The name of the Corporation is WINDERMERE BOTANICAL GARDEN, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is 2582 South Maguire Road, Suite 382, Ocoee, Florida 34761, and its mailing address is the same.

ARTICLE III

Duration

The existence of the Corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State, and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

Purpose

The Corporation is organized and shall be operated exclusively for educational and scientific purposes contemplated by Internal Revenue Code §501(c)(3) (the "Code"), including for such purposes, but without limitation thereon, to own, develop and maintain a botanical garden and to engage in activities related to such primary purpose.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Act upon non-profit corporations, including, but without limitation thereon, the right

and power to receive gifts, bequests and contributions in any form, to collect dues and admissions, and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above educational and scientific purposes.

ARTICLE V

No Personal Benefit

Except as permitted by the Act and the Code, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above. It is intended that this Corporation shall have, and continue to have, the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code.

ARTICLE VI

Prohibited Acts

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE VII

Distribution of Assets

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes similar to those of this Corporation to one or more entities that, at the time of such distribution, are operated exclusively for these purposes and Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by a court of competent

jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes specified in the preceding sentences or to such entity or entities described in Sections 170(c)(2) and 501(c)(3) of the Code as said court shall determine. In no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE VIII

Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

ARTICLE IX

Initial Registered Office and Registered Agent

The street address of the Corporation's initial registered office shall be 2582 South Maguire Road, Suite 382, Ocoee, Florida 34761 and the name of the Corporation's initial registered agent at the registered office shall be Wesley B. Azzouz.

ARTICLE X

Number of Directors

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the Board of Directors or the members in accordance with the By-Laws of this Corporation. Directors, as such, shall not receive compensation for their services. The Board of Directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the Board of Directors. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE XI

Initial Board of Directors

The initial members of the Board of Directors (and their addresses) who shall serve until their successors have been elected, are:

<u>Name</u>	<u>Address</u>
Kevin H. Azzouz	2582 South Maguire Road Suite 382 Ocoee, Florida 34761
Wesley B. Azzouz	2582 South Maguire Road Suite 382 Ocoee, Florida 34761
Thaddeus M. Barber	2582 South Maguire Road Suite 382 Ocoee, Florida 34761

ARTICLE XII

Incorporator

The name and address of the incorporator of the Corporation is Wesley B. Azzouz, 2582 South Maguire Road, Suite 382, Ocoee, Florida 34761.

ARTICLE XIII

Amendment of Statutes

Any reference in these Articles of Incorporation to a section of the Code or to the Act shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law or Florida not-for-profit corporation law.


ARTICLE XIV

Amendment of Articles

Amendments to the Articles of Incorporation of the Corporation shall be adopted by a majority vote of the members of the Corporation entitled to vote on such amendments. The vote of members on any such amendments shall be at an annual, regular or special meeting of the members or by written consent signed by a

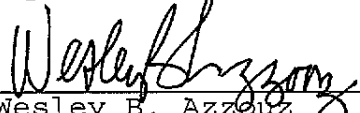
majority of the members in accordance with Florida Statutes Section 617.0701 and any member may vote on such amendments by proxy. If there are no members, such amendments may be adopted by a majority vote of the Board of Directors.

Dated: May 14, 1998


Wesley B. Azzouz, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, 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.


Wesley B. Azzouz
Registered Agent

Dated: May 14, 1998

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