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ACCOUNT NO. : 072100000032

REFERENCE : 570649 80558A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : January 31, 2000

ORDER TIME : 3:52 PM

ORDER NO. : 570649-005

CUSTOMER NO: 80558A

000003117200--4

CUSTOMER: William R. Smith, Esq.
WILLIAM R. SMITH, P.A.
WILLIAM R. SMITH, P.A.
Suite 300
8191 College Parkway
Fort Myers, FL 33919

DOMESTIC FILING

NAME: THREE SCOTTS, 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: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
00 JAN 31 PM 4:45
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 31 PM 5:18

8 21100

ARTICLES OF INCORPORATION

OF

THREE SCOTTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 31 PM 5:18

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be Three Scotts, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be World Plaza II Center, 12721 World Plaza Lane, #82, Fort Myers, FL 33907.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 31 PM 5:18

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

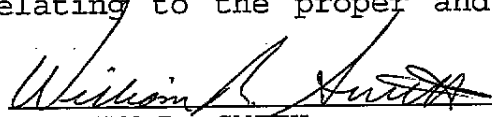
The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have three (3) Directors, whose names and street addresses are as follows:

D. Scott Trettenero
5050 Harborage Drive
Fort Myers, Florida 33908

George A. Scott
17325 Birchwood Lane
Fort Myers, FL 33908

Gary R. Scott
262 49th Street N.
St. Petersburg, FL 33710

THE UNDERSIGNED has executed these Articles of Incorporation this 26 day of January, 2000. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


WILLIAM R. SMITH,
Incorporator and Registered Agent