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LAW OFFICE

OF

BRIAN D. SMITH

ATTORNEY AT LAW

FILED

00 JUN 26 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 1322, 1220 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
TELEPHONE: (305) 672-7000
FAX: (305) 532-9092

BRIAN D. SMITH
MEMBER OF FLORIDA BAR
CERTIFIED PUBLIC ACCOUNTANT
STATE OF FLORIDA

June 22, 2000

Secretary of State
Division of Corporations
Filing Department
409 East Gaines Street
Tallahassee, Florida 32399

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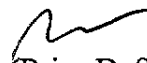
RE: ARTICLES OF INCORPORATION; GRADUAL GARDENS, INC.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check payable to the Secretary of State for \$122.50.

At your earliest convenience, please return a copy of this document. I have enclosed a stamped self addressed envelope for this purpose.

Sincerely,


Brian D. Smith

BDS:sm
enclosures

Rt 6/28/00 ✓

ARTICLES OF INCORPORATION
OF
GRADUAL GARDENS, INC.

FILED
00 JUN 26 AM 9: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be GRADUAL GARDENS, INC.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principal place of business of the Corporation shall be 8031 Abbott Avenue #13,
Miami Beach, Florida 33141.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law,
commencing on the date and time of filing of the Articles of Incorporation with the
Secretary of State.

ARTICLE IV

PURPOSE AND POWERS

This Corporation is organized for any and all lawful purposes.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock having a par value
of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent will be 8031 Abbott Avenue #13, Miami Beach, Florida 33141. The initial registered agent shall be Bret R. Taylor.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one Director. The name and address of the initial director is:

Bret R. Taylor
8031 Abbott Avenue #13
Miami Beach, Florida 33141

ARTICLE VIII

INCORPORATOR

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

Bret R. Taylor
8031 Abbott Avenue #13
Miami Beach, Florida 33141

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, any rights conferred upon the shareholder(s) is subject to this reservation.

.....
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 23 day of June, 2000.


Bret R. Taylor

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

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In Compliance with Section 607.050, Florida Statutes, the following is submitted:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That Gradual Gardens, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8031 Abbott Avenue #13, Miami Beach, Florida 33141 has named Bret R. Taylor at 8031 Abbot Avenue #13, Miami Beach, Florida 33141 as its agent to accept service of process within the State of Florida.

SIGNATURE

TITLE: DIRECTOR, PRESIDENT

DATE: 6/23/2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with the obligations of the position and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

SIGNATURE

6/23/2000