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JOHN C. GESCH

2365 SOUTH CONGRESS AVENUE
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August 8, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Attn: New Filings Section

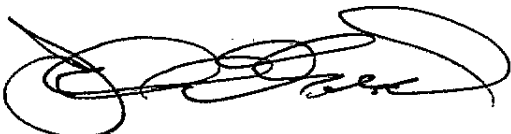
Re: GARDEN DESIGNS BY SOPHIE, INC.

Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Registered Agent for the above-referenced corporation. I am also enclosing my check #7843 in the amount of \$78.75 in payment of filing fees, designation of registered agent and one certified copy of Articles.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag
Enclosures

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00 AUG 10 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GARDEN DESIGNS BY SOPHIE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **GARDEN DESIGNS BY SOPHIE, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of one dollar (\$1.00) par value common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is 7800 Coral Street, Hypoluxo, Florida 33462.

ARTICLE VI. SUBSCRIBER

The name and address of the subscriber is as follows:

NAME

ADDRESS

SOPHIE J. FOSTER

228 Arlington Road
West Palm Beach, Florida 33405

The number of shares of stock she agrees to take and the value of the consideration therefor is:

NAME

SHARES

CONSIDERATION

SOPHIE J. FOSTER

500

\$500.00

ARTICLE VII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The name and address of the initial director of this corporation is:

NAME

ADDRESS

SOPHIE J. FOSTER

228 Arlington Road
West Palm Beach, Florida 33405

ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary-Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The name of the person who is to serve as officers of the corporation until the first meeting of the Board of Directors is:

President

SOPHIE J. FOSTER
228 Arlington Road
West Palm Beach, Florida 33405

Vice-President

SOPHIE J. FOSTER
228 Arlington Road
West Palm Beach, Florida 33405

Secretary-Treasurer

SOPHIE J. FOSTER
228 Arlington Road
West Palm Beach, Florida 33405

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

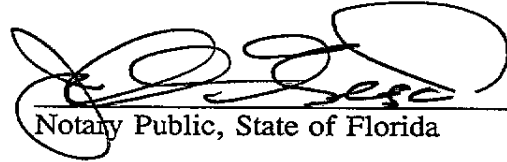
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 8th day of August, 2000, for the purpose of forming this corporation under the laws of the State of Florida.


SOPHIE J. FOSTER

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8 day of August, 2000,
by SOPHIE J. FOSTER, who () is personally known to me or (x) produced her valid Florida
driver's license as identification.


Notary Public, State of Florida



JOHN C. GESCH
COMMISSION # CC 707376
EXPIRES JAN 22, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

(notary seal)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That **GARDEN DESIGNS BY SOPHIE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Hypoluxo, County of Palm Beach, State of Florida, has named **SOPHIE J. FOSTER**, located at 7800 Coral Street, Hypoluxo, Florida 33462, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


SOPHIE J. FOSTER

00 AUG 10 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED