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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

BJ'S RAINBOW GARDEN, INC.

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TALLAHASSEE, FLORIDA

B. McKing: JAN 04 2001

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ARTICLES OF INCORPORATION
OF
BJ'S RAINBOW GARDEN, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BJ's Rainbow Garden, Inc.

The principal place of business of this corporation shall be:

2035 13th Avenue
Vero Beach, FL 32961

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100. shares
Par value:\$1.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
Richard A. Ferretti, Jr.
1892 Commerce Ave., #101
Vero Beach, FL 32960
561-778-2843

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Betty Jean Vaughn	395 Old Dixie Highway Vero Beach, FL 32962
Homer Vaughn	395 Old Dixie Highway Vero Beach, FL 32962

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Betty Jean Vaughn	395 Old Dixie Highway Vero Beach, FL 32962
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IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation

this 2nd day of January, 2001.

Signature(s) of Incorporator(s)

Betty Jean Vaughn

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

BJ's Rainbow Garden, Inc.

2. The name and address of the registered agent and office is:

Betty Jean Vaughn

2035 13th Avenue
Vero Beach, FL 32961

SIGNATURE

Betty Jean Vaughn

TITLE

Dir

DATE

1-3-2001

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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Betty Jean Vaughn

DATE

1-3-2001

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