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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

GFIELD OF WEST PALM, INC.

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TALLAHASSEE, FLORIDA

B. McKnight MAR 08 2001

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ARTICLES OF INCORPORATION

OF

G'FIELDS OF WEST PALM, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

G'FIELDS OF WEST PALM, INC.

The address of the principal office of this corporation shall be 607 N. Atlantic Drive, Hypoluxo, Florida 33462 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The business may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.01 par value per share.

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ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 607 N. Atlantic Drive, Hypoluxo, Florida 33462, the name of the initial registered agent of the corporation at that address is Thomas Traino.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) directors, initially. The name and street addresses of the initial members of the Board of Directors are:

Thomas Traino
607 N. Atlantic Drive
Hypoluxo, Florida 33462

JoAnn Traino
607 N. Atlantic Drive
Hypoluxo, Florida 33462

ARTICLE VII. OFFICERS

The corporation shall have two (2) officers initially. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

President/Secretary: IoAnne Traino
607 N. Atlantic Drive
Hypoluxo, Florida 33462

Vice President/Treasurer: Thomas Traino
607 N. Atlantic Drive
Hypoluxo, Florida 33462

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Thomas Traino, 607 N. Atlantic Drive, Hypoluxo, Florida 33462.

The undersigned has executed these Articles of Incorporation this 28 day of Feb. 2001.


Thomas Traino, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 607.0501, 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 is: **G'FIELDS OF WEST PALM, INC.**
2. The name and address of the registered agent and office is:

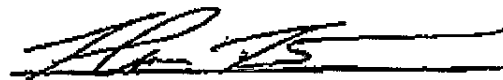
THOMAS TRAINO
607 N. Atlantic Drive
Hypoluxo, Florida 33483

February 28, 2001.


Thomas Traino

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

February 28, 2001


Thomas Traino

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