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JEFFREY L. BIDEN
1328 San Marcos Blvd.
Naples, FL 34104

December 17, 2001

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-12/19/01--01032--010
*****78.75 *****78.75

State of Florida
Department of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

Re: ISLAND GARDEN CENTER, INC.

Dear Sir or Madam:

Enclosed please find duplicate original Articles of Incorporation for the corporation referenced above and a check in the amount of \$78.75 representing

- a. \$35.00 filing fee,
- b. \$35.00 registered agent designation
- c. \$ 8.75 certified copy

TOTAL \$78.75

Kindly file the Articles of Incorporation and forward a certified copy to my office.

Sincerely,


Jeffrey L. Biden

Enclosures

FILED
01 DEC 19 AM 7:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE DEC 20 2001

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ARTICLES OF INCORPORATION
OF
ISLAND GARDEN CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. NAME

The name of the corporation is ISLAND GARDEN CENTER, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1328 San Marcos Blvd., Naples, FL 34104. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JEFFREY L. BIDEN, 1328 San Marcos Blvd., Naples, FL 34104.

VIII. DIRECTORS

This corporation shall have two directors initially. The number of directors may, from time to time, be increased by By-Laws adopted by the stockholders. The names and addresses of the first members of the Board of Directors are:

Jeffrey L. Biden, 1328 San Marcos Blvd., Naples, FL 34104

Linda C. Biden, 1328 San Marcos Blvd., Naples, FL 34104

IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jeffrey L. Biden, whose address is 1328 San Marcos Blvd., Naples, FL 34104.

XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 18th day of DECEMBER 2001.

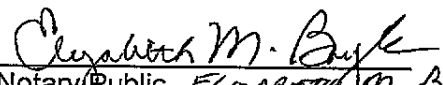


JEFFREY L. BIDEN

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 18 day of Dec., 2001 by JEFFREY L. BIDEN who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

OFFICIAL NOTARY SEAL
ELIZABETH M BOYLE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC784502
MY COMMISSION EXP. NOV. 8, 2002



Notary Public ELIZABETH M. BOYLE

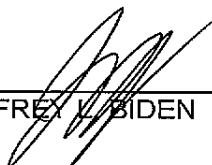
My Commission Expires:
Commission # 11/8/02

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.0501, Florida Statutes the following is submitted:


ISLAND GARDEN CENTER, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1328 San Marcos Blvd., Naples, FL 34104, has named JEFFREY L. BIDEN, 1328 San Marcos Blvd., Naples, FL 34104 as its agent to accept service of process within Florida.

Date: 12/18/01



JEFFREY L. BIDEN

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 statutes relative to the proper and complete performance of my duties.



JEFFREY L. BIDEN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA