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\*\*\*\*122.50 \*\*\*\*\*78.75

December 27, 2001

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/02/02--01035--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: MANDE'S GARDEN COMPANY

Gentlemen:

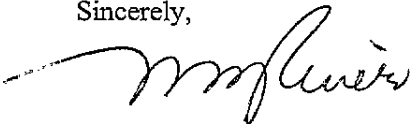
Enclosed please find for filing, Articles of Incorporation for the above referenced corporation, together with check in the amount of \$122.50, representing the following:

Filing Articles of Incorporation	\$ 35.00
Designation and Acceptance of	
Registered Agent	35.00
Certified Copy Fee	52.50
<b>TOTAL</b>	<b>\$122.50</b>

Please return a certified copy of Articles of Incorporation to the undersigned. Photocopies of same and a self-addressed stamped envelope are enclosed for this purpose.

If you have any questions regarding the foregoing, please do not hesitate to contact the undersigned.

Sincerely,



Mary Jo Rivero  
For the Firm

Encl.

cc: Elizabeth Gross

FILED  
02 JAN -2 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gy 1/4

**ARTICLES OF INCORPORATION**  
**OF**  
**MANDE'S GARDEN COMPANY**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be **MANDE'S GARDEN COMPANY**.

**FILED**  
02 JAN -2 AM 8:23  
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TALLAHASSEE, FLORIDA

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business address of this corporation shall be:

3000 South Ocean Drive, #12G  
Hollywood, FL 33019

and the mailing address of this corporation shall be:

3000 South Ocean Drive, #12G  
Hollywood, FL 33019

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of common stock, \$1.00 par value.

**ARTICLE IV. INITIAL REGISTERED AGENT AND**

**ADDRESS**

The name and address of the initial registered agent is:

E. A. Gross  
3000 South Ocean Drive, #12G  
Hollywood, FL 33019

**ARTICLE V. INCORPORATOR**

The name and addresses of the incorporators to these Articles of Incorporation is:

E. A. Gross  
3000 South Ocean Drive, #12G  
Hollywood, FL 33019

The undersigned has executed these Articles of Incorporation this 18 day of December, 2001.

E.A. Gross  
E. A. GROSS

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: MANDE'S GARDEN COMPANY.
2. The name and address of the registered agent and office is:

E. A. Gross  
3000 South Ocean Drive, #12G  
Hollywood, FL 33019

E. A. Gross  
E. A. GROSS  
Date: 12/18/01

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02 JAN -2 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 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.

Signature E. A. Gross  
Date: 12/18/01