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Law Offices of
DEAN L. WILLBUR, JR., P.A.
1100 North Olive Avenue
West Palm Beach, Florida 33401

02 OCT 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone (561) 832-7773

Facsimile (561) 832-7994

October 7, 2002

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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

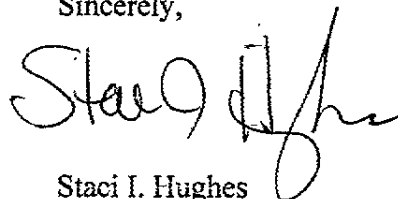
RE: OrchidGardens, Inc..

Dear Sir/Madam:

Enclosed please find our check in the amount of \$78.75 to cover the fee for filing the above described corporation. After the corporation has been filed please forward a certified copy to our office.

In the event you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,



Staci I. Hughes
Sec. to Dean L. Willbur, Jr.

/sih
Enclosures

m/02-29449



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 11, 2002

STACI I. HUGHES
DEAN L. WILLBUR, JR., P.A.
1100 NORTH OLIVE AVENUE
WEST PALM BEACH, FL 33401

SUBJECT: ORCHIDGARDENS, INC.
Ref. Number: W02000029449

We have received your document for ORCHIDGARDENS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 402A00056874

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ARTICLES OF INCORPORATION

02 OCT 25 PM 3:15

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORCHIDGARDENS OF PALM BEACH GARDENS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be

ORCHIDGARDENS OF PALM BEACH GARDENS, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is formed for the specific purpose of being engaged in every aspect and phase of the marketing, purchasing, selling and investing in real property; and furthermore to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND. Such share shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

ARTICLE SIX

The street address of the initial registered office, principal office, and mailing address of this corporation is 4356 C Hazel Avenue, Palm Beach Gardens, Florida 33410. The name of the initial registered agent of this corporation is RANDY BURNSIDE.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the person who is to serve as the initial Board of Director is:

**RANDY BURNSIDE
4356 C HAZEL AVENUE
PALM BEACH GARDENS, FLORIDA 33410**

ARTICLE EIGHT

The name and address of the incorporator is:

**RANDY BURNSIDE
4356 C HAZEL AVENUE
PALM BEACH GARDENS, FLORIDA 33410**

ARTICLE NINE

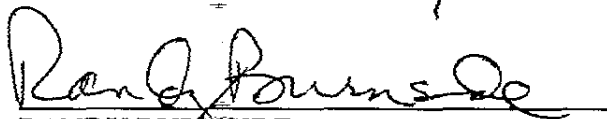
The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

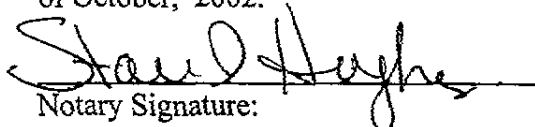
This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.


RANDY BURNSIDE

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RANDY BURNSIDE known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: known personally and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 7 day of October, 2002.


Notary Signature:



Staci L. Hughes
MY COMMISSION # CC033275 EXPIRES
January 23, 2004
BONDED BY PROXY FIDELITY INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, residing at 4356 C Hazel Avenue, Palm Beach Gardens, Florida 33410. I accept the foregoing designation of Registered Agent.

Dated at West Palm Beach, Florida on this 7 day of October, 2002.


RANDY BURNSIDE