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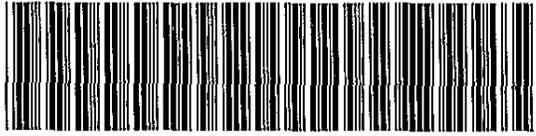
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Gardens on Central Drk.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE GARDENS ON CENTRAL, INC.**

ARTICLE 1.

NAME

The name of this Corporation is: **THE GARDENS ON CENTRAL, INC.**

**ARTICLE 2.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 60 Stanton Circle, Oldsmar, FL 34677.

ARTICLE 3.

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

ARTICLE 4.

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5.

CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE 6.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

RICK W. SADORF, ESQ.
696 - 1ST AVENUE NORTH, SUITE 201

St. Petersburg, FL 33701

ARTICLE 7.

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be as set forth below. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Scott S. Broughton
60 Stanton Circle
Oldsmar, FL 34677

Theresa A. Karus-Broughton
60 Stanton Circle
Oldsmar, FL 34677

ARTICLE 8.

INCORPORATOR

The name and address of the person signing these Articles is:

Rick W. Sadorf, Esq.
696 First Avenue North, Suite 201
St. Petersburg, FL 33701

ARTICLE 9.

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 10.

PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities

that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 11.

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 12.

BYLAWS

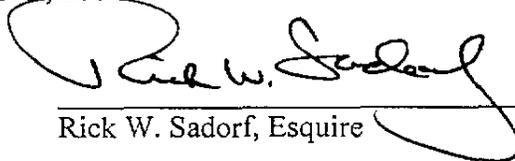
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 13.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of November, 2002.


Rick W. Sadorf, Esquire

"Incorporator"

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this
5th day of November, 2002, by Rick W. Sadorf, who is personally known.



Sandra L. McFather
My Commission CC890490
Expires November 28, 2003

Sandra L. McFather
Notary Public, State of Florida

My Commission Expires: 11/28/03

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 5th day of November, 2002.

Rick W. Sadorf
RICK W. SADORF, ESQUIRE

"Registered Agent"