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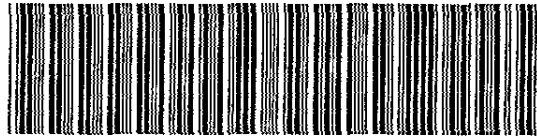
(Business Entity Name)

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2004 FEB 25 PM 4:51
TALLAHASSEE FLORIDA

3/5/04

ROBERT E. OGLESBY, P.A.

ATTORNEY AT LAW
ONE CLEARLAKE CENTRE
SUITE 1400
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA

PLEASE REPLY TO
WEST PALM BEACH, FL 33401
(561) 835-8842
Telecopier (561) 835-8691

February 23, 2004

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Acreage Gardens, Inc.

Dear Sir:

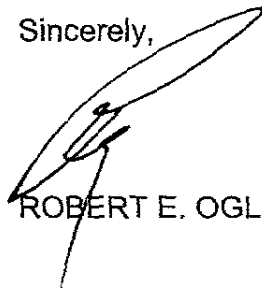
We are enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our check in the amount of \$78.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	35.00
Registered Agent Fee	8.75

We would appreciate receiving a certified copy of the Certificate of Incorporation at your earliest convenience.

Sincerely,



ROBERT E. OGLESBY

REO:cg
Enclosure
cc: Acreage Gardens, Inc.

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TALLAHASSEE FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
ACREAGE GARDENS, INC.
(A Corporation for Profit)

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2004 FEB 25 PM 4:51
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, with others being desirous of forming a corporation, for profit, under the provisions of Ch. 607 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is ACREAGE GARDENS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value, common stock.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The address of the initial principal office and mailing address of the corporation is 11755 49th Street North, Royal Palm Beach, FL 33411.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 250 S Australian Avenue, Suite 1400, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is Robert E. Oglesby.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is as follows:

Cherilynn Roper
1954 Staimford Circle
Wellington, FL 33414

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is Cherilynn Roper, 1954 Staimford Circle, Wellington, FL 33414.

ARTICLE IX. BY-LAWS

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

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23rd day of February, 2004.


CHERILYNN ROPER

STATE OF FLORIDA:

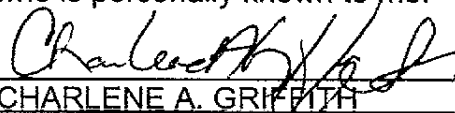
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned authority duly authorized to administer oaths

and take acknowledgments, this day personally appeared CHERILYNN ROPER, who first by me being duly sworn, says: That she is the incorporator in the above and foregoing Articles of Incorporation; that she has read the same and has personal knowledge of the above facts and matters contained therein; and that each of these facts and matters are true and correct.

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 23 day of February, 2004, by CHERILYNN ROPER, who is personally known to me.



CHARLENE A. GRIFFITH

Print Name of Notary

I am a Notary Public of
the State of Florida
having a commission
number

CC999856

My commission expires:

(seal)



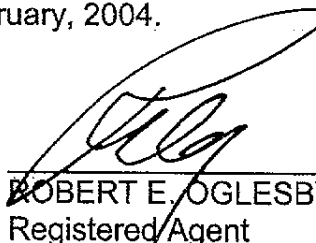
Charlene A. Griffith
MY COMMISSION # CC999856 EXPIRES
May 15, 2005
BONDED THRU TROY FAIN INSURANCE, INC

FILED
2004 FEB 25 PM 4:51
TALLAHASSEE FLORIDA
CLERK OF STATE

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, ROBERT E. OGLESBY, having been named to accept service of process for ACREAGE GARDENS, INC., the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 23 day of February, 2004.



ROBERT E. OGLESBY, as
Registered Agent