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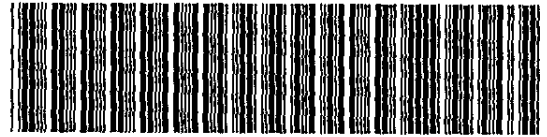
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**LES ELLIS
ATTORNEY AT LAW
8902 S.E. BRIDGE ROAD
HOBE SOUND, FLORIDA 33455
(772) 546-8088
FAX (772) 546-5485**

February 15, 2006

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

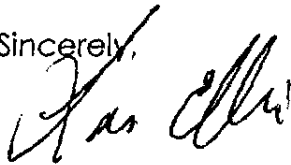
Re: Gardens Retreat

Dear Sir or Madam:

Please find enclosed herein the original and one copy of the Articles of Incorporation for Gardens Retreat and a check in the amount of \$78.75 for the filing fees. I have also included a self-addressed, stamped envelope for the return of a file stamped copy.

If you have any questions, please contact me at the number above.

Sincerely,



Les Ellis

LE/je

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GARDENS RETREAT, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is Gardens Retreat, Inc.

ARTICLE II - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

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

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration

therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the stockholders, has qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Walter Leslie Ellis	4405 S.W. 72 nd Ave. Palm City, FL 34990

ARTICLE IV - INDEMNIFICATION

The corporation shall indemnify all present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors, and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator to these articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Walter Leslie Ellis	4405 S.W. 72 nd Ave. Palm City, FL 34990

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4405 S.W. 72nd Ave., Palm City, Florida 34990 and the mailing address of the registered office of the corporation is 4405 S.W. 72nd Ave., Palm City, Florida 34990 and the name of the initial registered agent of the corporation at that address is Walter Leslie Ellis. The principal address and the registered office address are the same.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Walter Leslie Ellis

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby execute these articles or incorporation this 15th day of February, 2006.

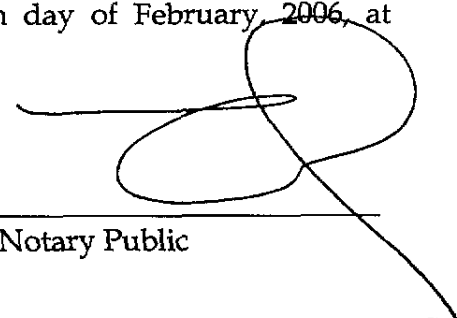

Walter Leslie Ellis

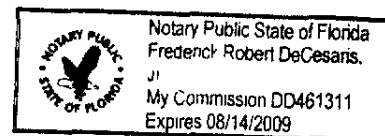
STATE OF FLORIDA)

COUNTY OF MARTIN)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Walter Leslie Ellis, known to me to be the person who executed the foregoing articles, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of February, 2006, at
849 SE Bridge W Hobe Sound FL 33455


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA