

P95000024345

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: First Gardens, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 95 MAR 27 PM 3:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AB 3/27/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>JW</u>	_____	_____

WALK-IN Will Pick Up 3:27 11:22

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S -	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

700001440367
 -03/27/95-01047-003
 ****122.50 ****122.50

95 MAR 27 4:11:01
 CAPITAL CONNECTION

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
FIRST GARDENS, INC.

FILED
95 MAR 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **FIRST GARDENS, INC.** and its mailing address is P.O. Box 1, Cypress Gardens, Florida 33884.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of seven Directors, whose names and addresses are:

William Cecil Reynolds
259 Hernando Rd., S.E.
Winter Haven, FL 33884

John Robert Kehoe, Jr.
716 Logan Lane
Winter Haven, FL 33880

Dennis Delbert Brock
P.O. Box 72
Cypress Gardens, FL 33884

Glenn Edward LaBuda
1605 High Point Ct., S.W.
Winter Haven, FL 33880

Deborah Jones
7042 Black Rd.
Lake Wales, FL 33884

Thomas Joseph Trupiano
2107 Jonathan Lane
Winter Haven, FL 33884

Sharon Lea Creedon
235 Nassau Rd., S.E.
Winter Haven, FL 33884

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE VIII
Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be **105 South Florida Avenue, Lakeland, Florida 33801.**

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **JOHN L. MANN.**

ARTICLE IX
Incorporator

The Incorporators shall be those persons whose names and addresses are as follows:

William Cecil Reynolds
259 Hernando Rd., S.E.
Winter Haven, FL 33884

John Robert Kehoe, Jr.
716 Logan Lane
Winter Haven, FL 33880

Dennis Delbert Brock
P.O. Box 72
Cypress Gardens, FL 33884

Glenn Edward LaBuda
1605 High Point Ct., S.W.
Winter Haven, FL 33880

Deborah Jones
7042 Black Rd.
Lake Wales, FL 33884

Thomas Joseph Trupiano
2107 Jonathan Lane
Winter Haven, FL 33884

Sharon Lea Creedon
235 Nassau Rd., S.E.
Winter Haven, FL 33884

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 24th day of March, 1995.

William Cecil Reynolds
WILLIAM CECIL REYNOLDS

John Robert Kehoe
JOHN ROBERT KEHOE

Dennis Delbert Brock
DENNIS DELBERT BROCK

Glenn Edward LaBuda
GLENN EDWARD LABUDA

Deborah Jones
DEBORAH JONES

Thomas Joseph Trupiano
THOMAS JOSEPH TRUPIANO

Sharon Lea Creedon
SHARON LEA CREEDON

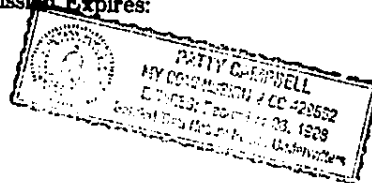
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by **WILLIAM CECIL REYNOLDS**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public **PATY CAMPBELL**
(Print or Type Notary Name)

Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)



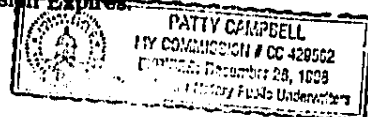
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by **JOHN ROBERT KEHOE**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public **PATTY CAMPBELL**

(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)



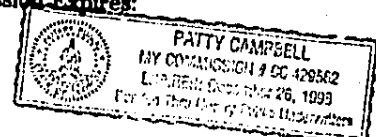
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by **DENNIS DELBERT BROCK**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public **PATTY CAMPBELL**

(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)



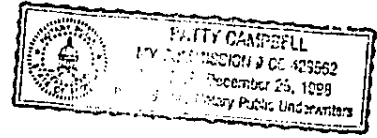
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by **GLENN EDWARD LABUDA**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Patty Campbell
Notary Public **PATTY CAMPBELL**

(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)

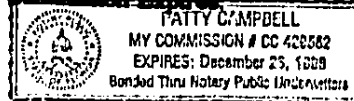


STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by **DEBORAH JONES**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(SEAL)

Patty Campbell
Notary Public **PATTY CAMPBELL**
(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

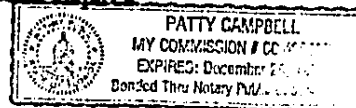


STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by **THOMAS JOSEPH TRUPIANO**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

(SEAL)

Patty Campbell
Notary Public **PATTY CAMPBELL**
(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____

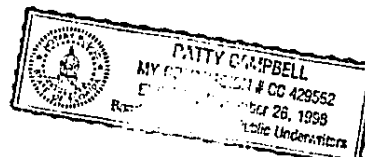


STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 24th day of March, 1995 by **SHARON LEA CREEDON** who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

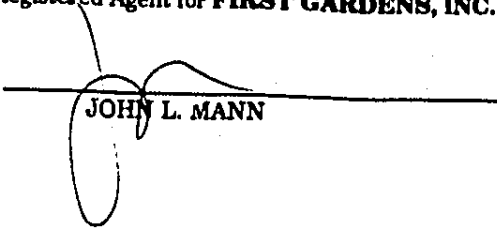
(SEAL)

Patty Campbell
Notary Public **PATTY CAMPBELL**
(Print or Type Notary Name)
Commission (Serial) Number: _____
My Commission Expires: _____



ACCEPTANCE

I hereby accept to act as initial Registered Agent for **FIRST GARDENS, INC.** as stated in these Articles of Incorporation.



JOHN L. MANN

P95000024345



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST GARDENS, INC., a Florida corporation P95000024345

INTO

FLORIDA CYPRESS GARDENS, INC., a Florida corporation, H49896

File date: April 18, 1995

Corporate Specialist: Annette Hogan