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TRANSMITTAL LETTER

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95 AUG 20 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Gardens, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: Jeffrey J. Morella, P.C.
Name (printed or typed)

Suite 200, 558 Perry Highway
Address

Pittsburgh, PA 15229
City, State & Zip

(412) 931-3005
Daytime Telephone number

200001571332
-08/28/95--0107U--012
*****70.00 *****70.00

NOTE: Please provide the original and one copy of the articles.

8-29

ARTICLES OF INCORPORATION
OF

The Gardens, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: The Gardens, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

940 Boulevard of the Arts
Sarasota, Florida 34242

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares of Common Voting Stock, no par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ms. Diane Penn
940 Boulevard of the Arts
Sarasota, Florida 34242

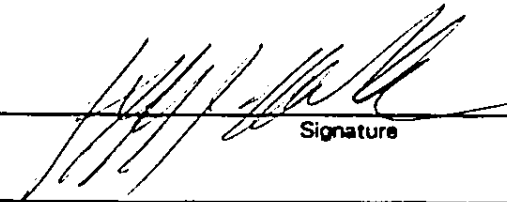
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Jeffrey J. Morella, Esquire
Jeffrey J. Morella, P.C.
Suite 200
558 Perry Highway
Pittsburgh, PA 15229

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

27th day of August, 1995.



Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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SEC 711

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Gardens, Inc.

2. The name and address of the registered agent and office is:

Ms. Diane Penn
(Name)
940 Boulevard of the Arts
(P.O. Box ~~not~~ acceptable)
Sarasota, Florida 34242
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

x Diane Penn
(Signature)