

4/09/96

FLORIDA DIVISION OF CORPORATIONS

TO: 12 AM

((H980000005011))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
TALLAHASSEE, FL 32309
FAX: (904) 922-4000

PUBLIC ACCOUNT SYSTEM
NON-OPENING COVER SHEET
FROM: MOTHER NATURE'S GARDEN SHOP, INC.
1492 W. FLORIAN ST.
SUITE 100
TALLAHASSEE, FL 32305-33401-0100

CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MOTHER NATURE'S GARDEN SHOP, INC.

FAX AUDIT NUMBER: H980000005011

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/09/1996

TIME REQUESTED: 10:42:48

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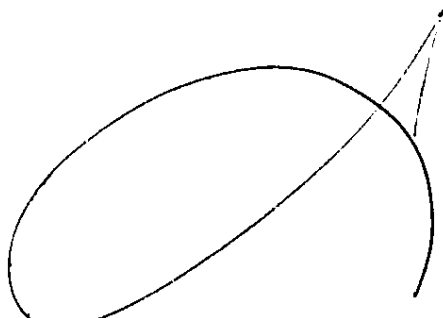
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SECRETARY OF STATE
TALLAHASSEE, FL 32309

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**ARTICLES OF INCORPORATION
OF
MOTHER NATURE'S GARDEN SHOP, INC.**

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Mother Nature's Garden Shop, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

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

Article IV - Capital Stock

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

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

STEVEN CRIPPS, ESQ.
Florida Bar No. 288195
1803 Australian Avenue South, Suite A
West Palm Beach, FL 33409
(407) 683-4075

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Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 5722 Center Street, Jupiter, Florida 33458.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1803 Australian Avenue South, Suite A, West Palm Beach, FL 33409, and the name of the initial registered agent of this corporation at that address is Steven Cripps.

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

Suzanne DeLuca
5722 Center Street
Jupiter, FL 33458

Jeffrey DeLuca
5722 Center Street
Jupiter, FL 33458

Article IX - Incorporator

The names and addresses of the persons signing these Articles are:

Suzanne DeLuca
5722 Center Street
Jupiter, FL 33458

Jeffrey DeLuca
5722 Center Street
Jupiter, FL 33458

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Article X - Indemnification

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

Article XI - By-Laws


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - 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 subscribers have executed these Articles of Incorporation this 14th day of April, 1996.


SUZANNE DeLUCA

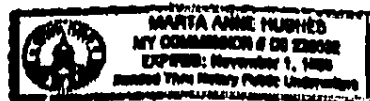

JEFFREY DeLUCA

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H 96000005011

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

The foregoing instrument was acknowledged before me this 6th day of April, 1996 by SUZANNE DeLUCA and JEFFREY DeLUCA, who are personally known to me or who have produced driver license as identification.



Marta Anne Hughes
Notary Public
MARTA A. HUGHES
Notary Public Printed
My Commission Number:
My Commission Expires:

Acceptance of Designation

The undersigned, STEVEN CRIPPS, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

STEVEN CRIPPS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CHROMWELL, PFAFFENBERGER, DAHLMEIER,
BARNER, GRIFFIN & COLTON**

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
631 U.S. HIGHWAY ONE, SUITE 410
P.O. BOX 14036

NORTH PALM BEACH, FLORIDA 33408

TELEPHONE (561) 863-8300

W. J. PFAFFENBERGER
FREDERICK M. DAHLMEIER
FREDMAN W. BARNER, JR., P.A.
LAWRENCE C. GRIFFIN
SCOTT M. COLTON

OF COUNSEL
ROBERT T. CHROMWELL
MARION M. CHROMWELL
TELECOPIER
(561) 863-8133

May 7, 1997

Corporate Records Bureau
Division of Corporation
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32314

RE: MOTHER NATURE'S GARDEN SHOP, INC.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation for profit, together with our firm's check in the amount of \$157.50 to cover the following:

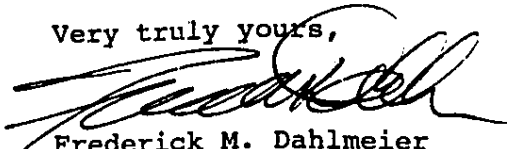
Filing fees	\$70.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL	\$157.50

700002175797--9
-05/12/97--01184--021
*****157.50 *****35.00

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped, addressed envelope is enclosed for your convenience.

Also enclosed are the Articles of Dissolution for the current corporation with the required Affidavit so such name can be re-utilized. An additional filing fee of \$35.00 is also enclosed.

Very truly yours,


Frederick M. Dahlmeier

FDM:jr
Encs.

Diss
RJT
5-16-97

ARTICLES OF DISSOLUTION
OF
MOTHER NATURE'S GARDEN SHOP, INC.

FILED
97 MAY 12 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

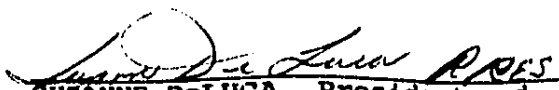
Pursuant to 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is MOTHER NATURE'S GARDEN SHOP, INC.

SECOND: The day dissolution was authorized: April 30, 1997.

THIRD: Adoption of these Articles of Dissolution was approved by the shareholders and Board of Directors. The number of votes cast by each group respectively for dissolution was sufficient for approval.

Signed this 30th day of April, 1997.


SUZANNE DeLUCA, President and
Chairman of the Board of Directors