

P96000032341  
RAYMOND M. MASCIARELLA II, P.A.  
ATTORNEY AND COUNSELOR AT LAW

RAYMOND M. MASCIARELLA II

SUMMIT BUILDING, SUITE 40  
860 U.S. HIGHWAY ONE  
NORTH PALM BEACH  
FLORIDA 33408  
407/627-4448

April 3, 1996

Secretary of State  
Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, FL 32301

RECEIVED  
SECRETARY OF STATE  
CORPORATE DIVISION  
APR 12 1996

RE: Gardens Training Center, Inc.

Dear Sir:

Please find enclosed one original and one copy of our Articles of Incorporation for the above company. Please file the original in your office and return to us one Certified Copy.

We are enclosing our check in the amount of \$122.50 covering the following:

\$35.00 Filing fees  
\$35.00 Certificate Designating Registered Agent  
\$52.50 Certified Copy

Yours very truly,

RAYMOND M. MASCIARELLA II, PA

Raymond M. Masciarella II, Esquire

RMM:ph  
Enclosures

cc: George McCleave

SECRETARY OF STATE  
CORPORATE DIVISION  
APR 8 1996  
11:11 AM

634/15/96

**ARTICLES OF INCORPORATION**  
**OF**  
**GARDENS TRAINING CENTER, INC.**

96 APR -0 AM 09:50

**ARTICLE I**

**NAME**

The name of this corporation is Gardens Training Center, Inc.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence, commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Every shareholder upon sale for cash of any new stock of this

corporation, shall have the right to purchase his or her 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.

#### **ARTICLE VI**

##### **INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered principal office of this corporation is 3890 RCA Boulevard, Palm Beach Gardens, Florida, and the name of the initial registered agent of this corporation is George McCleave.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-laws. However, there shall never be less than one director or more than five. The names and addresses of the initial Board of Directors of this corporation are:

1. Pervis Patrick  
3890 RCA Boulevard  
Palm Beach Gardens, Florida
2. George McCleave  
1125 Old Dixie Highway  
Palm Beach Gardens, Florida

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and address of the incorporator signing these articles is George McCleave.

**ARTICLE IX**  
**INDEMNIFICATION**

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

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

**ARTICLE XI**  
**STOCK TRANSFERS--CORPORATION'S RIGHT OF FIRST REFUSAL**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for purchase to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholders; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 90 days from the date of mailing. If the corporation fails or refuses within such 90-day period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his/her shares as he/she may deem fit. The President of the corporation is authorized to make any such purchase under this provision.

Each share Certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the

Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 1 day of APRIL 1996, 1996.

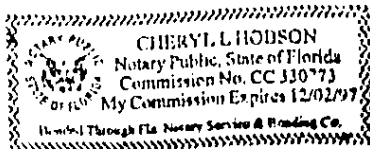
*George McCleave*  
GEORGE MCCLEASE

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared George McCleave, who is personally known to me or has produced NONE as identification, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 1<sup>ST</sup> day of April, 1996.



*Cheryl L. Hobson*  
Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that George McClease desiring to organize Gardens Training Center, Inc. and qualify under the laws of the State of Florida, with its principal place of business located at 3890 RCA Boulevard, Palm Beach Gardens, Florida, has named George McClease, as its agent to accept service of process within Florida.

Dated:

  
\_\_\_\_\_  
GEORGE McCLEASE, Vice President

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
GEORGE McCLEASE, Registered Agent

FILED IN OFFICE OF THE  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF PALM BEACH

95 APR -8 AM 3:19

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