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May 6, 1996

SECRETARY OF THE STATE OF FLORIDA
The Capital
Tallahassee, Florida 32304

200001814002
-05/09/96--01001--008
****122.50 ****122.50

Re: Sundew Gardens, Inc.

To Whom It May Concern:

I have enclosed the original and a copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed our check in the amount of \$122.50 for payment as follows:

Certified Copy of Articles	\$ 52.50
Articles of Incorporation	\$ 35.00
Designation of Registered Agent	\$ 35.00
	<u>\$122.50</u>

Upon incorporation, please return the certified copy to our office.

Please contact me if you should need anything further to process this request or have any questions.

Yours very truly,

Kim Bolt
Kim Bolt
Paralegal

Enclosures: as noted.

MAY 14 1996

BSB

FILED
96 MAY -8 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
SUNDEW GARDENS, INC.

FILED
26 MAY -8 PM 2:13

The undersigned, for the purpose of forming a corporation, STATE
pursuant to the Florida General Corporation Act, Chapter 607, FLORIDA
Florida Statutes, certifies:

ARTICLE I

NAME

The name of the corporation is SUNDEW GARDENS, INC. The principal office is located at 3151 Old Lockwood Road, Oviedo, Florida 32765 and the mailing address of this corporation is 3151 Old Lockwood Road, Oviedo, Florida 32765.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The general purpose and objective of this corporation is market gardening and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be divided into One Thousand (1000) shares of common stocks with a par value of \$1.00 per share.

ARTICLE V

**INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The Registered Agent of this corporation is THOMAS M. CAREY.

The street address of the registered office of this corporation is:
3151 Old Lockwood Road, Oviedo, Florida 32765.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2), to-wit:

THOMAS M. CAREY, 3151 Old Lockwood Rd., Oviedo, FL 32765

ROBIN CAREY, 3151 Old Lockwood Rd., Oviedo, FL 32765

ARTICLE VII

INCORPORATORS

The name and address of the subscriber to these Articles of Incorporation is:

TOM CAREY, 3151 Old Lockwood Rd., Oviedo, FL 32765

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has set his hand and seal this 3rd day of May, 1996.


THOMAS M. CAREY

STATE OF FLORIDA
COUNTY OF SEMINOLE

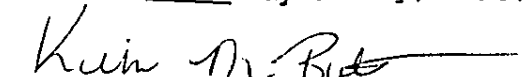
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, THOMAS M. CAREY, who is personally known to me _____ OR produced FLORIDA DRIVER'S LICENSE as identification and who acknowledged before me the execution of the foregoing Articles of Incorporation of SUNDEW GARDENS, INC., as his free and voluntary act for the uses and purposes set forth and expressed herein.

WITNESS my hand and official seal this 3rd day of May, 1996.

(SEAL)



"OFFICIAL SEAL"
Kim M. Bolt
My Commission Expires 7/6/97
Commission #CC 300517


NOTARY PUBLIC-STATE OF FLORIDA
Printed: Kim M. Bolt

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED

96 MAY -3 PM 2:13

DATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the corporation at the place designated in these Articles of Incorporation as the registered office of said corporation, I hereby accept the responsibility to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.

Thomas M. Carey
THOMAS M. CAREY