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D. BROWN JUN - 6, 1996

ARTICLES OF INCORPORATION

OF

GRACEFUL GARDENS, INC.

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

I.

NAME

The name of the corporation shall be:

GRACEFUL GARDENS, INC.

II.

PRINCIPAL OFFICE:

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

905 Northeast 20th Avenue
Ft. Lauderdale, FL 33304

III.

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of par value stock at One Dollar (\$1.00) par value.

IV.

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MELANIE E. LUPTON
1317 Northeast 16th Terrace
Ft. Lauderdale, FL 33304

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CLERK OF DISTRICT COURT
FLORIDA

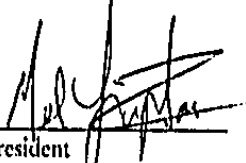
V.

INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

MELANIE E. LUPTON
1317 Northeast 16th Terrace
Ft. Lauderdale, FL 33304

The undersigned have executed these Articles of Incorporation
this 30th day of May, 1996.



President
MELANIE E. LUPTON
1317 Northeast 16th Terrace
Ft. Lauderdale, FL 33304

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 GRACEFUL GARDENS, INC.
2. The name and address of the registered agent and office is:

MELANIE E. LUPTON
1317 Northeast 16th Terrace
Ft. Lauderdale, FL 33304

BY: 

MELANIE E. LUPTON
1317 Northeast 16th Terrace
Ft. Lauderdale, FL 33304

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 AND REGISTERED AGENT.

BY: 

MELANIE E. LUPTON
1317 Northeast 16th Terrace
Ft. Lauderdale, FL 33304

DATE: