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DEPARTMENT OF STATE  
STATE OF FLORIDA  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GARDENIA INVESTMENTS INC.  
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**ARTICLES OF INCORPORATION  
OF**

**GARDENIA INVESTMENTS INC.**

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I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**Article 1. Name and Address.** The name of the Corporation is Gardenia Investments Inc. The principal office and the mailing address of Gardenia Investments Inc. shall be located at 3174 Tamiami Trail East, Suite 1, Naples, Florida, 33962.

**Article 2. Duration.** The duration of the Corporation is perpetual.

**Article 3. Purpose.** The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**Article 4. Effective Date.** The effective date of the corporation, Gardenia Investments Inc., is July 4, 1996.

**Article 5. Shares.** The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock", of the par value of One dollar (\$1.00) per share.

**Article 6. Initial Board of Directors.** The number of directors constituting the initial Board of Directors shall be one (1). The affairs of the corporation shall be managed by a Board of Directors whose qualifications and number shall be fixed by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors are:

Marta Cecelia Fornazari  
c/o Gardenia Investments, Inc.  
3174 E. Tamiami Trail, Ste. 1  
Naples, Florida 34117

Claudia Deni  
c/o Gardenia Investments, Inc.  
3174 E. Tamiami Trail, Ste. 1  
Naples, Florida 34117

Prepared by:  
Melinda P. Riddle  
Florida Bar No. 722634

3174 Tamiami Trail E.  
Naples, FL 33962  
(813) 774-0991

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**Article 7. Incorporators.** the name and address of each Incorporator is:

Melinda P. Riddle  
3174 B. Tamiami Trail, Suite 1  
Naples, Florida 33962

**Article 8. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**Article 9. Right to Purchase Own Shares.** The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

**Article 10. Preemptive Rights.** Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

**Article 11. Registered Office and Agent.** The address of the initial registered office of the corporation is 3174 East Tamiami Trail, Suite #1, Naples, Florida, 33962, and the name of its initial registered agent at such address is Melinda P. Riddle.

**Article 12. Indemnification.** The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of July, 1996.

  
MELINDA P. RIDDLE

Prepared by:  
Melinda P. Riddle  
Florida Bar No. 722634

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STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared Melinda P. Riddle, to be well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of July, 1996.



JUANITA P. LOPEZ  
My Commission Expires  
Expires July 28, 1999  
Revoked by HQ  
000-422-1000

Juanita P. Lopez  
Signature of Notary

Juanita P. Lopez  
Name of Notary Printed

CC477286  
Serial Number, Commission  
Number (if any) Printed

Prepared by:  
Melinda P. Riddle  
Florida Bar No. 722634

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EMPIRE CORPORATE KIT

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATED  
REGISTERED AGENT AND REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In Compliance with Section 48.091, Florida Statutes and Section 607.0501 (3) of the  
Florida General Corporation Act, the following is submitted:

1. That Gardenia Investments Inc., desiring to organize under the laws of the State of Florida, has named MELINDA P. RIDDLE, located at 3174 East Tamiami Trail, Unit 1, Naples, Collier County, Florida, 33962, as its agent to accept service of process within the State of Florida.

Melinda P. Riddle  
Melinda P. Riddle, Incorporator  
Dated: July 6, 1996

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

Melinda P. Riddle  
Melinda P. Riddle,  
Registered Agent  
Dated: July 6, 1996

GARDENIA INVEST INC

Prepared by:  
Melinda P. Riddle  
Florida Bar No. 722634

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