

P960000 83433

GILMAN & ROBINSON, P. A.
ATTORNEYS AT LAW

380 N. ORANGE AVENUE
SUITE 800
P.O. BOX 2631
ORLANDO, FLORIDA 32802

TELEPHONE
(407) 486-3551
FACSIMILE
(407) 841-8171

August 15, 1996

Z 319 512 906
CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

700001927737
-08/21/96--01006--005
****122.50 ****122.50

ATTENTION: NEW FILING SECTION

Re: Articles of Incorporation of
The Gardiner Group, Inc.

Dear Sir or Madam:

Enclosed are two original copies of the Articles of Incorporation of The Gardiner Group, Inc. with our check in the amount of \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office in the enclosed stamped, self-addressed envelope.

Sincerely,

Karen H. Gates

Karen H. Gates
Secretary to
Harold L. Downing

/khg
Enclosures

AL OCT 11 1996

W96-19625
FILED
96 OCT -9 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

HAROLD L. DOWNING, ESQ.
P.O. BOX 2631
ORLANDO, FL 32802

SUBJECT: THE GARDINER GROUP, INC.
Ref. Number: W96000017675

We have received your document for THE GARDINER GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 096A00039960

GILLEN & ROBINSON, P. A.
ATTORNEYS AT LAW

390 N. ORANGE AVENUE
SUITE 800
P.O. BOX 2631
ORLANDO, FLORIDA 32802

TELEPHONE
(407) 429-3891
FACSIMILE
(407) 841-8171

October 1, 1996

Z 319 512 901
CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

ATTENTION: NEW FILING SECTION

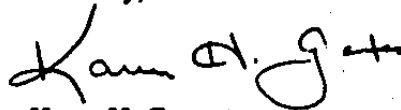
Re: Articles of Incorporation of
Growth Technologies, Inc.

Dear Sir or Madam:

Enclosed are two original copies of the Articles of Incorporation of Growth Technologies, Inc. You are holding our check in the amount of \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee pursuant to your letter dated August 22, 1996 (a copy of which is enclosed).

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office in the enclosed stamped, self-addressed envelope.

Sincerely,



Karen H. Gates
Secretary to
Harold L. Downing

/khg
Enclosures

ARTICLES OF INCORPORATION
OF
GROWTH TECHNOLOGIES, INC.

FILED
96 OCT -9 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be GROWTH TECHNOLOGIES, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE IV - INDEMNIFICATION

This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 3359 Monika Circle, Orlando, Florida 32812.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VII - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 3359 Monika Circle, Orlando, Florida 32812. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is J. Scott Gardiner. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

J. Scott Gardiner

3359 Monika Circle
Orlando, Florida 32812

ARTICLE IX - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
J. Scott Gardiner	3359 Monika Circle Orlando, Florida 32812

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 14 day of August, 1996.


J. Scott Gardiner

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


J. Scott Gardiner

Date: 14 August 1996

FILED
96 OCT -9 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA