

P96000085258

LAW OFFICES

DONALD S. FRADLEY
27 PENNOCK LANE • SUITE 104
JUPITER, FLORIDA 33458
TELEPHONE (407) 743-8800
TELECOPIER (407) 747-8591

October 11, 1996

Secretary of State
DIVISION OF CORPORATIONS
PO Box 6327
Tallahassee, FL 32314

500001973445--3
-10/15/96--01027--002
*****70.00 *****70.00

Re: GardenWorks, Inc.

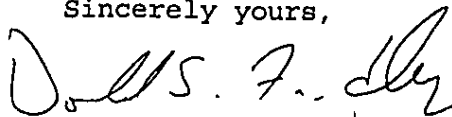
Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation.

Also enclosed please find my check in the amount of \$70.00 which represents the filing fees in this regard.

Please file the Articles of Incorporation and return one filed copy to me in the envelope provided.

Sincerely yours,



DONALD S. FRADLEY

DSF/dag
Enclosures

DSF
10/16/96

FILED
96 OCT 14 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GardenWorks, Inc.

FILED
96 OCT 14 AM 9:14
TALLAHASSEE, FLORIDA

The undersigned Sole Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation shall be:

GardenWorks, Inc.

ARTICLE II - ADDRESS

The address of the principal office of the Corporation shall be:

9028 Green Meadows Way
Palm Beach Gardens, Florida 33418

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
126	\$1.00	Common

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

SUSAN G. TRENER
9028 Green Meadows Way
Palm Beach Gardens, Florida 33418

ARTICLE V - SOLE INCORPORATOR

The name and address of the sole incorporator to these Article of Incorporation is:

SUSAN G. TRENERY

9028 GREEN MEADOWS WAY, PALM BEACH GARDENS, FLORIDA 33418

IN WITNESS WHEREOF, the undersigned Sole Incorporator has executed these Articles of Incorporation this 11 day of October, 1996.


SUSAN G. TRENERY
Incorporator

CERTIFICATE ACCEPTING DESIGNATION
AS 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 **GardenWorks, Inc.**
2. The name and address of the registered agent and office is: **SUSAN G. TRENERY, 9028 GREEN MEADOWS WAY, PALM BEACH GARDENS, FLORIDA 33418.**


SUSAN G. TRENERY

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 AS REGISTERED AGENT.

Dated this 11 day of October, 1996.


SUSAN G. TRENER
Registered Agent

FILED
95 OCT 14 AM 8
TALLAHASSEE
FLORIDA