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FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

ACCT#: 072720000101

FAX #:

NAME: BOCA'S TROPICAL GARDENS, INC. AUDIT NUMBER.....H96000015326 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. MAIL
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P. 5

ARTICLES OF INCORPORATION
OF
BOCA'S TROPICAL GARDENS, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is BOCA'S TROPICAL GARDENS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

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

9101 Lakeridge Boulevard
Boca Raton, Florida 33496

ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Law Office of William Gerstein
1449 South Congress Avenue
Delray Beach, Florida 33445
(561) 278-8988
FL Bar# 0061141

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 1449 South Congress Avenue, Delray Beach, Florida 33445 and the initial registered agent for the Corporation at that address shall be William Gerstein.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

Address

William Gerstein

1449 South Congress Avenue
Delray Beach, Florida 33445

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of October, 1996.


William Gerstein

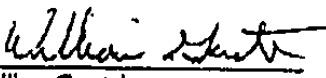
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for BOCA'S TROPICAL GARDENS, INC. at the place designated in the Articles of Incorporation, 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.

DATE: October 30, 1996


William Gerstein

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