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TALLAHASSEE, FLORIDA

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

TELEPHONE
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January 22, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

600002076306--D
-02/04/97--01004--010
****122.50 ****122.50

Re: The Garden Group Seven, Inc.

Dear Sir or Madam:

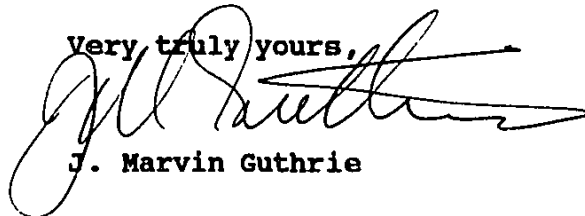
Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
	\$122.50

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,


J. Marvin Guthrie

JMG:scd
Enclosures
cc: Paul M. McMullen

PK 4/1/97
2/1/97

**ARTICLES OF INCORPORATION
OF
THE GARDEN GROUP SEVEN, INC.**

FILED

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STATE
TALLAHASSEE, FLORIDA

I.

NAME.

The name of this corporation shall be THE GARDEN GROUP SEVEN, INC., and the initial principal office and mailing address of the corporation shall be 11965 49th Street North, Clearwater, FL 34622.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11965 49th Street North, Clearwater, Florida 34622 and the name of the initial registered agent of this corporation at that address is Paul M. McMullen.

VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Paul M. McMullen	11965 49th Street North Clearwater, FL 34622
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VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Paul M. McMullen	11965 49th Street North Clearwater, FL 34622
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VIII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent

permitted by law.

IX.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

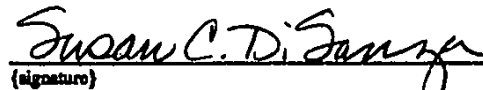
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of January, A.D. 1997.


Paul M. McMullen

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared PAUL M. McMULLEN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

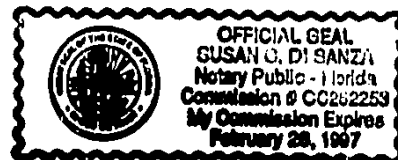
WITNESS my hand and official seal in the County and State last aforesaid, this 22nd day of January, A.D. 1997.


(signature)

Susan C. Di Sanza
(printed name)

NOTARY PUBLIC

My Commission Expires:



J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 34616
(813) 440-1800

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That THE GARDEN GROUP SEVEN, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, Florida, County of Pinellas, State of Florida, has named Paul M. McMullen, 11965 49th Street North, Clearwater, Florida 34622, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


Paul M. McMullen

TALLAHASSEE, FLORIDA

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