

P97000011957

Date January 27, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Meyer's Garden Center, Inc.
(name of corporation)

FILED
91 FEB -3 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-02/03/97--01051--005
****122.50 ****122.50

[Signature]
(individual's name)

Meyer's Garden Center Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION

7920 N. Military Tr.

Lake Park Fla 33410

PHONE

(561) 842-3261
Area Code Number Ext.

ARTICLES OF INCORPORATION

of

Meyer's Garden Center Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Meyer's Garden Center Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Meyer's Garden Center Inc.</u>		
ADDRESS	<u>7920 North Military Trail</u>		
CITY	<u>Lake Park</u>	FLORIDA	ZIP <u>33410</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Guy W. Wyatt</u>		
ADDRESS	<u>7920 N. Military Tr.</u>		
CITY	<u>Lake Park</u>	FLORIDA	ZIP <u>33410</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Guy W. Wyatt</u>		
ADDRESS	<u>8309 Steeplechase Dr.</u>		
CITY	<u>Palm Beach Gardens</u>	STATE <u>Fla</u>	ZIP <u>33418</u>
NAME	<u>Hilary Wyatt</u>		
ADDRESS	<u>8309 Steeplechase Dr.</u>		
CITY	<u>Palm Beach Gardens</u>	STATE <u>Fla</u>	ZIP <u>33418</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Guy W. Wyatt		
ADDRESS	8309 Steeplechase Dr.		
CITY	Palm Beach Gardens	STATE	Fla ZIP 33418
NAME	Hilary Wyatt		
ADDRESS	8309 Steeplechase Dr.		
CITY	Palm Beach Gardens	STATE	Fla ZIP 33418
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28th day of January, 1997.

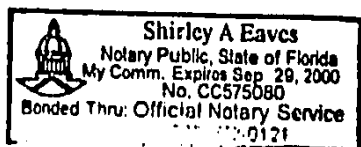
Guy W. Wyatt (Seal)
H. A. Wyatt (Seal)
____ (Seal)

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

<u>Guy W. Wyatt</u> Signature	<u>Personally Known</u> Form of Identification
<u>H. A. Wyatt</u> Signature	<u>Personally Known</u> Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 28th day of January, 1997.

Shirley Eaves
Notary Signature
Shirley Eaves
Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Meyer's Garden Center Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

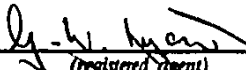
at 7920 North Military Tr.

Lake Park Fla 33410

has named Guy W. Wyatt
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

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