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FILED
JUN 11 AM 9:30
TALLAHASSEE, FLORIDA

June 9, 1997

000002208730-18
-06/11/97-01066--003
****122.50 ****122.50

Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: Kathy's Shadehouse, Inc.

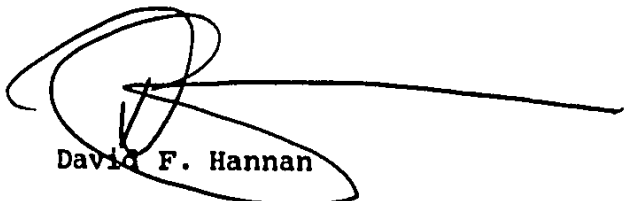
Gentlemen:

I enclose an original and copy of the Articles of Incorporation, as above for filing. I enclose a check for \$122.50 for the following:

- | | |
|--|---------|
| 1. Filing Fee. | \$35.00 |
| 2. Designation of Registered Agent & Office. | \$35.00 |
| 3. Certified Copy of the Articles. | \$52.50 |

Please return a certified copy of the Articles to this office.

Very truly yours,


David F. Hannan

DFH/ck
Enclosures

R. CHANDLER JUN 12 1997

ARTICLES OF INCORPORATION
OF
KATHY'S SHADEHOUSE, INC.

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TALLAHASSEE, FLORIDA

I, KATHLEEN K. BOYNTON, being of legal age, do hereby sign these presents for the purpose of forming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I.

The name of the corporation shall be:

KATHY'S SHADEHOUSE, INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do and in particular, the offering of landscaping consulting services and the cultivation for study and sale of orchids, exotic flowers and preparation and sale of interior floral arrangements and including, but not limited to:

A. The acquisition of business interests either in whole or in part, of any nature whatsoever both within and without the state of Florida and within and without the United States of America.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description:

territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, without power to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding

convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares of common stock at \$1.00 per share par value.

ARTICLE IV.

The amount of capital with which this corporation shall commence business shall be not less than One Thousand (\$1,000.00) Dollars.

ARTICLE V.

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

ARTICLE VI.

The initial street address of said corporation shall be: 12001 N.W. 5th Court, Plantation, FL 33325, with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VII.

The number of Directors of this corporation shall be not less than one (1) nor more than three (3) and the initial Board of Directors of this corporation shall be comprised of one (1) member

ARTICLE VIII.

The name and street address of the person who is appointed to act as Director until the first annual meeting of the stockholders or until their successors are elected and shall qualify is:

NAME

ADDRESS

KATHLEEN K. BOYNTON 12001 N.W. 5th Court
Plantation, FL 33325

ARTICLE IX.

The name and address of the person signing these Articles of Incorporation as a Subscriber and the number of shares he has agreed to purchase are as follows:

NAME

ADDRESS

NO. OF SHARES

KATHLEEN K. BOYNTON 12001 N.W. 5th Court
Plantation, FL 33325

1000

ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI.

The corporation has designated as its Registered Office: 12001 N.W. 5th Court, Plantation, FL 33325.

ARTICLE XII.

The corporation has designated as its Registered Agent, KATHLEEN K. BOYNTON, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of

and accordingly have hereunto set my hand and seal this 5th day
of June, 1997, at Plantation, Broward County, Florida.

Kathleen K. Boynton (SEAL)
KATHLEEN K. BOYNTON

ACKNOWLEDGMENT

Having been named as the Registered Agent for the above stated
corporation at the place designated in said Articles, I hereby
accept to act in this capacity and agree to comply with the
provisions of all applicable statutes relative to keeping open said
office.

Kathleen K. Boynton
KATHLEEN K. BOYNTON
REGISTERED AGENT

FILED
97 JUN 11 AM 9:38
TALLAHASSEE, FLORIDA