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TRANSMITTAL LETTER

97 JUL 28 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAMIRO J. PERE Z
REGISTERED AGENT
145 MADEIRA AVE
SUITE 315
CORAL GABLES . FL 33145

PHONE: (305) 461-5557
FAX : (305) 461-5565

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****122.50 ****122.50

DATE:

DOCUMENT EXAMINER
NEW FILING SECTION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE. FL. 32302-1500

SUBJECT: The Gardeners Inc.
Corporate Name.

Enclosed is an Original and One copy of the Articles of Incorporation an a Check
for \$122.50 for Filing Fee & Certified Copy.

Please return the Enclosed Articles to the Undersigned at the following address:

RAMIRO J. PEREZ
BUSSINES CONTROL MANAGEMENT INC.
145 MADEIRA AVE
SUITE 315
CORAL GABLES FL. 33134

THANK YOU,

REGISTERED AGENT.

PH
7/31/97

CERTIFICATE OF INCORPORATION

OF

THE GARDENERS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: THE GARDENERS, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is _____ shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is _____

115 GRAND CANAL DRIVE, MIAMI FL. 33144

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is _____
115 GRAND CANAL DRIVE, MIAMI FL. 33144
The registered Agent at the registered address is _____
ANER MARRERO

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ANER MARRERO	PRESIDENT	115 Grand Canal Dr. MIAMI FL 33144
JORGE V. DE CABO	V-PRESIDENT	115 Grand Canal Dr. MIAMI FL 33144
_____	_____	_____
_____	_____	_____
_____	_____	_____

ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
ANER MARRERO	115 Grand Canal Drive. MIAMI	50
JORGE V. DE CABO	115 Grand Canal Drive. MIAMI	50

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 21st day of JULY 19 97.


ANER MARRERO

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

ANER MARRERO

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

FILED

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WITNESS my hand official seal at City of Miami, State of Florida,
this 21st day of JULY 1997.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
RAMIRO J PEREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC385564
MY COMMISSION EXP. JUNE 21, 1998

Certificate designating place of business or domicile for the
service of process within Florida, naming Agent upon whom process
may be served.

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

First, that THE GARDENERS, INC.
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Miami,
State of Florida, has named ANER MARRERO

(Name of Registered Agent)

located at 115 GRAND CANAL DRIVE, MIAMI FL. 33144

(Street address and number of building)

(Post office box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of
process within Florida.

SIGNATURE



TITLE

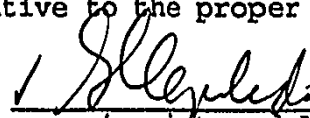
PRESIDENT

DATE

JULY 21st 1997

Having been named to accept service of process for the above state
corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

SIGNATURE



(registered Agent)

DATE

JULY 21st. 1997