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Law Offices
GEARY, JOHNSON & PFEFFER, P.A.

FLAGLER COURT

215 FIFTH STREET, SUITE 301
WEST PALM BEACH, FLORIDA 33401

MARCI A. FUENTES
FRANCIS B. GEARY, JR.*
WILLIAM E. JOHNSON
LOUIS P. PFEFFER

THOMAS H. JOHNSON, SR.
OF COUNSEL

*ALSO ADMITTED TO ILLINOIS BAR

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January 28, 1998

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

100002416371--8
-01/29/98--01095--008
****122.50 ****122.50

Re: Articles of Incorporation for Garden Tender, Inc.

Dear Sir or Madam:

Enclosed please find an original set of Articles of Incorporation and a copy of signed Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50. This fee includes \$70.00 for incorporation and \$52.50 for one certified certificate of incorporation.

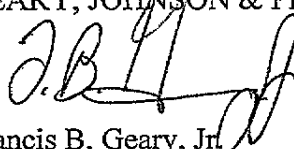
Please return the certificate of incorporation to the following address:

Francis B. Geary, Jr.
215 5th Street
Suite 301
West Palm Beach, Florida 33401

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

GEARY, JOHNSON & PFEFFER, P.A.


Francis B. Geary, Jr.
FBG/gd
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 12:53

D. BROWN JAN 30 1998

**ARTICLES OF INCORPORATION
OF**

Garden Tender, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 12:53

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

This name of this Corporation is: Garden Tender, Inc.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is:
228 Almeria Road, West Palm Beach, Florida, 33405

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is

100 shares of common voting stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 215 5th
Street, Suite 301, West Palm Beach, Florida, 33401, and the name of its initial registered agent at
that address is Francis B. Geary, Jr., Esq.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

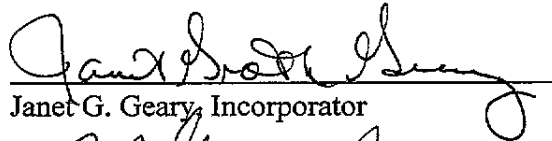
Name

Address

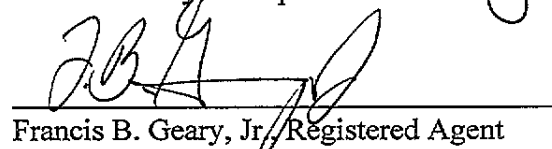
Janet G. Geary

228 Almeria Road
West Palm Beach, FL 33405

DATED this 26th day of January, 1998.



Janet G. Geary, Incorporator



Francis B. Geary, Jr./Registered Agent

(Incorporator and Registered Agent)

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Janet G. Geary, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposed therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of January, 1998.

Notary Public

Sign: Gretchen Dore

Print: Gretchen Dore

State of Florida at Large
My Commission Expires:



Gretchen Dore
My Commission CC700636
Expires December 7, 2001

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 12:53

ACKNOWLEDGMENT:

Having been named to accept service of process for Garden Tender, Inc., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505, Florida Statutes.

Date: January 26th, 1998.

By: 