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LAW OFFICES  
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BRANDON, FLORIDA 33511

(813) 681-3480  
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JOHN EUGENE SULLIVAN

March 5, 1998

PLEASE REPLY TO:

GARDNER WISE BECKETT  
OF COUNSEL  
(1924-1993)

P.O. BOX 2638  
BRANDON, FL 33509-2638

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

100002453851--3  
-03/11/98--01063--025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: PONDSCAPES, INC.

Dear Sirs:

Enclosed is an original and one copy of Articles of Incorporation for the above captioned corporation and a check payable to your order in the amount of \$70.00. Please return a file-stamped copy of the Articles of Incorporation to my office in the envelope provided.

Very truly yours,

*John E. Sullivan*  
John E. Sullivan/thp

JES:thp  
Enc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PONDSCAPES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

PONDSCAPES, INC.

The address of the principal office of this corporation shall be 3310 Granada Street, Tampa, Florida 33629, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3310 Granada Street, Tampa, Florida 33629 and

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TALLAHASSEE, FLORIDA

the name of the initial registered agent of the corporation at that address is Michael A. Jones.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and one director, initially. The name and street address of the initial officers and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael A. Jones.  
3310 Granada Street  
Tampa, FL 33629

Director, President

Lisa Alfonso  
3310 Granada Street  
Tampa, FL 33629

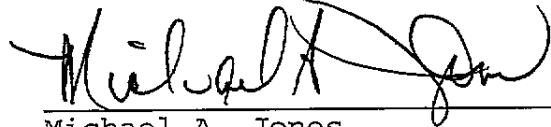
Vice President, Secretary,  
Treasurer

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

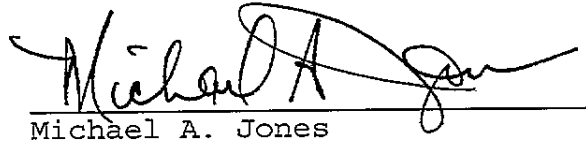
Michael A. Jones  
3310 Granada Street  
Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 5th day of March, 1998.

  
Michael A. Jones

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Michael A. Jones having a business office identical with the registered office of the corporation named in the foregoing Articles, and having been designated as the Registered Agent in the foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Michael A. Jones

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