

P9800030293

Daniel K. Schaffner
Attorney and Counselor at Law

839-B Keene Road N.
Clearwater, Florida 34615.

Area Code (813)
447-4291

March 25, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 10:20

300002472403--8
-03/30/98--01090--009
****245.00 ****122.50

RE: Filing Articles of Incorporation for
Aunt Jenny's Produce, Inc.
Green Garden Corporation

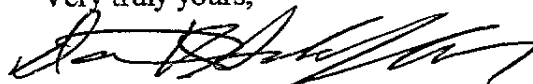
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for filing regarding the above referenced corporations. I have enclosed postal money order in the amount of \$245.00 made payable to the Florida Secretary of State. I understand this amount will cover filing and costs for a certified copy.

The certified copy of the Articles of Incorporation should be returned to me at the above address.

Thank you for your attention to this matter.

Very truly yours,



Daniel K. Schaffner

DKS:jlc
Encs.

EFFECTIVE DATE

3-25-98

4-2-98
WS

ARTICLES OF INCORPORATION
OF
GREEN GARDEN CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be

GREEN GARDEN CORPORATION

The principal place of business and mailing address of this corporation shall be 2095 Drew Street, Clearwater, Florida 33758.

ARTICLE II: NATURE OF BUSINESS

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

ARTICLE III: COMMENCEMENT OF BUSINESS

The corporation shall commence business operations upon the date of execution of these articles.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares having a par value of \$.0005 per share.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 10:20

EFFECTIVE DATE
3-25-98

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is RICHARD E. METZ, 2095 Drew Street, Clearwater, Florida 33758.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is RICHARD E. METZ, 2095 Drew Street, Clearwater, Florida 33758.

The undersigned has executed these Articles of Incorporation this 25th day of March, 1998.

A handwritten signature in black ink, appearing to be 'R. Metz', is written over a horizontal line.

RICHARD E. METZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is GREEN GARDEN CORPORATION
2. The name and address of the registered agent and office is RICHARD E. METZ, 2095 Drew Street, Clearwater, Florida 33758.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



RICHARD E. METZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 10:20