

P9800W99826

BRYAN K. McLACHLAN

Attorney at Law

9750 Seminole Boulevard  
P.O. Box 7427  
Seminole, FL 33775

Telephone  
(727)398-0086  
Facsimile  
(727)398-1896

November 18, 1998

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

RE: Articles of Incorporation

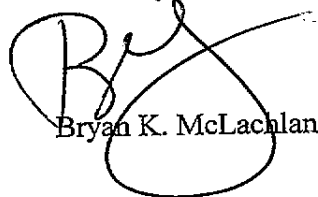
500002694365--9  
-11/23/98--01136--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Administrator:

Enclosed please find a check in the amount of \$78.75 along with the original and one copy of the Articles of Incorporation of Brede's Garden Essences, Inc., along with the registered agent declaration. Please forward the certified copy of the Articles of Incorporation to my office at the above address.

Thank you for your cooperation in this regard.

Sincerely,

  
Bryan K. McLachlan

BKM/cbc

Encl: as stated

FILED  
98 NOV 23 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall

DEC

1 1998



ARTICLES OF INCORPORATION  
OF  
BREDE'S GARDEN ESSENCES, INC.  
A FOR PROFIT CORPORATION

FILED  
98 NOV 23 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of a corporation under the Florida Corporation Business Act, adopt the following articles of incorporation for the corporation.

ARTICLE I

NAME

The name of the corporation is BREDE'S GARDEN ESSENCES, INC. The corporation is a for profit corporation.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 1638 - 9<sup>TH</sup> Street North, St. Petersburg, County of Pinellas, State of Florida, 33704. The name of the initial registered agent of the corporation is Karen D. Silverman, 4500 Huntington Street N. E., City of St. Petersburg, County of Pinellas, State of Florida, 33703.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized includes the transaction of any or all lawful business activities for which corporations may be incorporated, that is not forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that said purpose is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

DURATION

The period of duration is perpetual or until dissolved upon a vote of the shareholders as

provided in these articles. The date and time of the commencement of corporate existence is the date and time of filing of these articles with the Secretary of State.

## ARTICLE V

### AUTHORIZED SHARES

The total number of shares that the corporation shall have the authority to issue is 100 shares of capital stock. All of the shares shall be of a single class of common stock.

## ARTICLE VI

### CAPITALIZATION

The amount of capital with which the corporation will begin operations is not less than \$5,000.00.

## ARTICLE VII

### CORPORATE POWERS

The corporation shall have all rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to the following:

A. To do everything necessary and proper for the accomplishment of any of the purposes enumerated in these articles of incorporation or any amendment thereof, necessary, or incidental to the protection and benefit of the corporation, and in general, either alone or in association with any other corporations, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of the corporation;

B. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation and is expressly provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner that purpose of the corporation otherwise permitted by law.

ARTICLE VIII  
INCORPORATORS

The name and street address of each signing these articles of incorporation as an incorporator is:

Name	Address
Karen D. Silverman	4500 Huntington Street N.E. St. Petersburg, Florida 33703
Diane Stein	6290 - 25 <sup>th</sup> Avenue North St. Petersburg, Florida 33710-4126

ARTICLE IX  
DIRECTORS

The corporation is to be managed by a Board of Directors. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

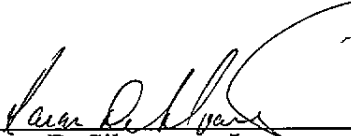
Name	Address
Karen D. Silverman	4500 Huntington Street N.E. St. Petersburg, Florida 33703
Diane Stein	6290 - 25 <sup>th</sup> Avenue North St. Petersburg, Florida 33710-4126

The term of office of each Director shall be perpetual and until the election and qualification of a successor. The number of Directors set forth in these Articles of Incorporation and constituting the initial Board of Directors shall be the authorized number of Directors until that number is changed by a Bylaw duly adopted by the shareholders.

ARTICLE X  
BYLAWS

The initial Directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative majority vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

IN WITNESS WHEREOF, THE UNDERSIGNED have executed these articles of incorporation at  
Seminole, Florida, this 6<sup>th</sup> day of November, 1998.

  
\_\_\_\_\_  
Karen D. Silverman, Incorporator

  
\_\_\_\_\_  
Diane Stein, Incorporator

FILED

98 NOV 23 AM 10:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

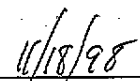
**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED 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 BREDE'S GARDEN ESSENCES, INC.
2. The name and address of the registered agent and office is KAREN D.  
SILVERMAN, 4500 Huntington Street N. E., St. Petersburg, Pinellas County,  
Florida 33703.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate and in the Articles of Incorporation, 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.

  
\_\_\_\_\_  
Karen D. Silverman

  
\_\_\_\_\_  
Date