

P9900000 9069

JOHN H. EVANS, P. A.  
ATTORNEY AT LAW

1702 SOUTH WASHINGTON AVENUE  
TITUSVILLE, FLORIDA 32780

TELEPHONE  
(407) 267-5504

TELECOPIER  
(407) 267-0418

January 19, 1999

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

500002754005--8

-01/25/99--01133--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00


Re: Garden Health Services, Inc.  
Our File No.: JHE-6791

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

  
John H. Evans, Esquire

JHE/klm  
Enclosures  
cc: Dr. Gary Ostoski

*BMC*  
*1-29-99*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 25 AM 9:45

FILED

FILED

99 JAN 25 AM 9:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GARDEN HEALTH SERVICES, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is: GARDEN HEALTH SERVICES, INC.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to engage in any and activity or business permitted under the laws of the United States and of this State.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wres, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and

all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock of par value of \$1.00 per share.

The shareholders shall have preemptive rights. Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

### ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin upon filing.

### ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is 2405 Garden Street, Titusville, Florida 32796.

### ARTICLE VI

The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be two.

### ARTICLE VII

The names and post office addresses of the first Board of Directors are:

Name

Address

Gary R. Ostoski

2405 Garden Street  
Titusville, Florida 32796

Linda Ostoski

2405 Garden Street  
Titusville, Florida 32796

### ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary R. Ostoski	2405 Garden Street Titusville, Florida 32796
Linda Ostoski	2405 Garden Street Titusville, Florida 32796

### ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve, or at any time have served, as directors or officers of another corporation in which the corporation at such time owned or may have own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

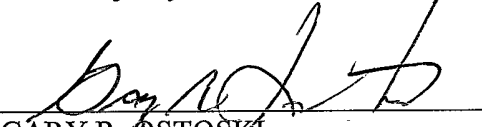
### ARTICLE X

The registered office shall be 2405 Garden Street, Titusville, Florida 32796, and the registered agent at that same address is GARY R. OSTOSKI.

### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every

amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

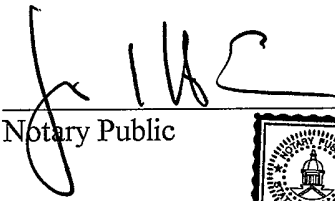
  
GARY R. OSTOSKI

STATE OF FLORIDA

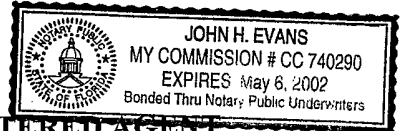
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GARY R. OSTOSKI, to me well known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 19 day of January, 1999.

  
Notary Public

[SEAL]



**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
GARY R. OSTOSKI, Registered Agent

FILED  
99 JAN 25 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA