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FORT LAUDERDALE OFFICE
1600 S.E. 17TH STREET CAUSEWAY
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FORT LAUDERDALE, FLORIDA 33316
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March 10, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
3-10-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 3:57

Re: Gardenia Holding Corp.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00 for the filing fee.

Please stamp as filed the enclosed copy of the Articles and return them to me.

Sincerely,



M. Timothy Hanlon

MTH/cmc
Enclosures

400002802334--5
-03/11/99--01081--005
*****70.00 *****70.00

D. BROWN MAR 16 1999

EFFECTIVE DATE
3-10-99

ARTICLES OF INCORPORATION
OF
GARDENIA HOLDING CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 3:57

Article I - Name

The name of this corporation is GARDENIA HOLDING CORPORATION.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is c/o 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is M. Timothy Hanlon.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Phyllis Krock
c/o 321 Royal Poinciana Plaza
Palm Beach, Florida 33480

Article IX - Incorporator

The name and address of the person signing these Articles is:

M. Timothy Hanlon
321 Royal Poinciana Plaza
Palm Beach, Florida 33480

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

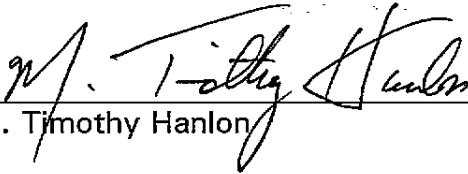
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of March, 1999.


M. Timothy Hanlon

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

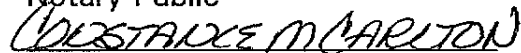
The foregoing instrument was acknowledged before me this 10th day of March, 1999 by M. Timothy Hanlon, who is personally known to me or who has produced _____ as identification.



Constance M. Carlton
MY COMMISSION # CC502045 EXPIRES
October 25, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public



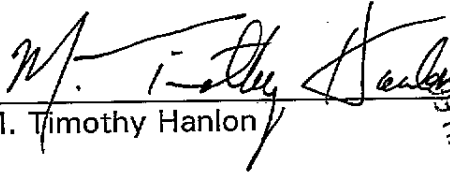
Notary Public Printed

My Commission Number: CC502045

My Commission Expires: 10/25/99

Acceptance of Designation

The undersigned, M. Timothy Hanlon, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


M. Timothy Hanlon

RECEIVED
DIVISION OF CORPORATIONS
MAR 11 PM 3:51