

P99000031046

THE GUILINGERS
13507 5th Avenue N.E.
Bradenton, Florida 34202
(941) 748-2818

March 23, 1999

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

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-03/29/99--01082--016
*****78.75 *****78.75

Re: Ponds2go, Inc. ^{.com}

Dear Sir or Madam:

Enclosed please find duplicate originals of the Articles of Incorporation for Ponds2go, Inc., together with the Certificate Designating Registered Agent. Also enclosed is a check in the amount of \$78.75 for payment of the filing fee.

Please contact me if you have any questions. Thank you for your assistance with this filing.

Very truly yours,

Michael L. Guilingers
Michael L. Guilingers

/bg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 5 1999

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ARTICLES OF INCORPORATION
OF
PONDS2GO.COM, INC.

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed their signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Ponds2go.com, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To purchase, market and sell pond and water garden related merchandise;

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by

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this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so

purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

To transact any or all lawful business;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no ways limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is 13507 5th Avenue N.E., Bradenton, Florida 34202; and the name and address of the initial registered office and agent of this corporation is: Michael L. Guilinger, 13507 5th Avenue N.E., Bradenton, Florida 34202.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1) and said corporation is authorized to have three (3) directors at any one time. The name and address of the initial directors of this corporation are:

Michael L. Guilinger
13507 5th Avenue N.E.
Bradenton, Florida 34202

Brenda K. Guilinger
13507 5th Avenue N.E.
Bradenton, Florida 34202

ARTICLE VII - INCORPORATORS

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

Michael L. Guilinger
13507 5th Avenue N.E.
Bradenton, Florida 34202

The officers of this corporation shall be a president, who shall be a Director of the corporation; a vice-president, a secretary and a treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors. Any person may hold two offices, except that the President shall not be also the secretary or assistant secretary of this corporation.

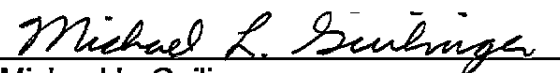
ARTICLE VIII - AMENDMENT

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.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this the 23 day of March, 1999.


Michael L. Guilinger

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 25 day of March, 1999, by Michael L. Guilinger, who is personally known to me or who has produced Florida Drivers License as identification and who did take an oath.

Marlyn B. Brause
Notary Public

My Commission Expires:



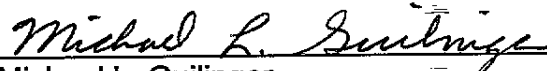
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That Ponds2go.com, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in Articles of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named Michael L. Guilinger, located at 13507 5th Avenue N.E., Bradenton, Florida 34202, County of Manatee, State of Florida, as its agent to accept service of process within said State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Michael L. Guilinger
Resident Agent

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