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Arlene F. Austin, P.A.

ATTORNEY AT LAW

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April 19, 1999

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*****78.75 *****78.75

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

Re: Elaine's Gardens, Inc.
Our File No. 9390.1

Gentlemen:

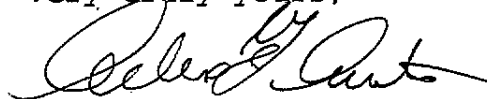
Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Incorporation;
2. Check made payable to the Florida Secretary of State in the amount of \$78.75 for the following:

A.	Filing Fee	\$	35.00
B.	Certified copy of Articles		8.75
C.	Designation of Registered Agent		35.00
	Total	\$	78.75

The effective date for this corporation should be May 1, 1999. Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,



Arlene F. Austin

AFA:el
Enclosures

Dmc
4/30/99

EFFECTIVE DATE

5-1-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 26 AM 9:31

FILED

ARTICLES OF INCORPORATION

OF

ELAINE'S GARDENS, INC.

FILED

99 APR 26 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

ARTICLE I. NAME

5-1-99

The name of this corporation shall be Elaine's Gardens, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on May 1, 1999. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of operating a nursery business and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 5,000 shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as the member of the Initial Board Of Directors are:

Steven G. Alenier
1890 19th Street SW
Naples, FL 34117

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

1890 19th Street SW
Naples, FL 34117

The name and address of the individual who shall serve as this corporation's initial registered agent at that address is:

Arlene F. Austin
5811 Pelican Bay Blvd., Suite 206A
Naples, FL 34108.

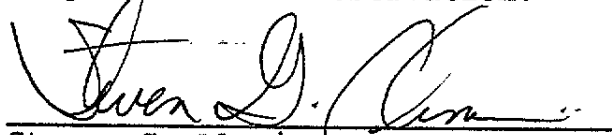
ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Steven G. Alenier
1890 19th Street SW
Naples, FL 34117.

ARTICLE IX. AMENDMENT

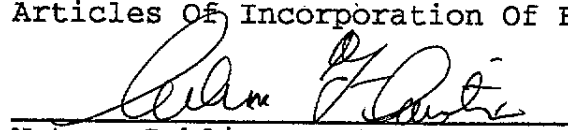
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Steven G. Alenier Incorporator

State Of Florida
County Of Collier

On April 19th, 1999, Steven G. Alenier, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me [XX], or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation Of Elaine's Gardens, Inc.



Notary Public: Arlene F. Austin
Commission Expiration Date & Commission Number:

(SEAL)

FILED

99 APR 26 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

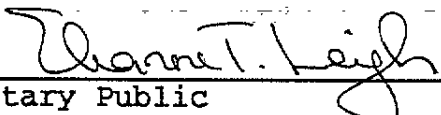
ACCEPTANCE BY RESIDENT AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of Elaine's Gardens, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Elaine's Gardens, Inc.


Arlene F. Austin - Resident Agent

State of Florida
County of Collier

On April 16, 1999, Arlene F. Austin, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me [XX], or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of Elaine's Gardens, Inc., as resident agent.


Notary Public

Eleanore T. Leigh
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number: (SEAL)

Florida Driver's License
Identification

 Eleanore T. Leigh
Commission # CC 765975
Expires AUG. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.