



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 359302 86832A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 30, 1999

ORDER TIME : 11:27 AM

ORDER NO. : 359302-005

CUSTOMER NO: 86832A

500002974955--8

-08/31/99--01083--029

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

CUSTOMER:

HAROLD S. ESKIN, ESQ
HAROLD S. ESKIN, ESQ

1201 Cape Coral Parkway
Cape Coral, FL 33904

DOMESTIC FILING

NAME: SPRING GREENS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 8/31/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

ARTICLE I: Name

The name of the corporation is: SPRING GREENS, INC
3410 Clubview Drive, North Fort Myers, FL 33917

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 500 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

DEBRA L. FOREMAN, 3410 Clubview Dr., N. Ft. Myers, FL 33917

ARTICLE VI: Initial Board of Directors

The corporation shall have director initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director(s) of this corporation are:

Name	Address
DEBRA L. FOREMAN	3410 Clubview Dr., N. Ft. Myers, FL 33917
JEAN ABBOTT	3410 Clubview Dr., N. Ft. Myers, FL 33917

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TALLAHASSEE, FLORIDA

ARTICLE VII: Initial Officers

Name	Address	Title-Office:
DEBRA L. FOREMAN	3410 Clubview Dr. N. Ft. Myers, FL	President
JEAN ABBOTT	Same	Secretary/Treasurer

ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are:

Name	Address
DEBRA L. FOREMAN	3410 Clubview Dr., N. Ft. Myers, FL 33917

ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer of director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 19 day of August, 1999,

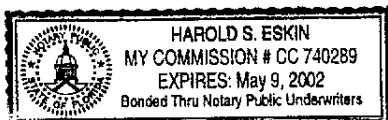
Debra L. Foreman
DEBRA L. FOREMAN

STATE OF FLORIDA
COUNTY OF LEE

The Foregoing instrument was acknowledged and sworn to before me this 19th day of August 1999, by DEBRA L. FOREMAN who is personally known to me or who has produced _____ as identification.

[Signature]
NOTARY PUBLIC

My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

FIRST: That desiring to organize or qualify under the laws
of the State of Florida with its principal place of business at
3410 Clubview Dr., N. Ft. Myers, FL has named DEBRA L. FOREMAN
located at same address, as its agent to accept service of process
within Florida.

Debra L. Foreman
Corporate Officer
President
Title
8/19/99
Date

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Debra L. Foreman
Registered Agent
8/19/99
Date

corp\fore.art

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA