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Secretary of State  
State of Florida  
The Capital  
Tallahassee, Fl. 32304

400003008404--6  
-10/07/99-01047-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed are two copies of the Articles of Incorporation for GARDENER'S COTTAGE, INC., as well as our check for \$78.75. Would you please certify one copy and return it to us.

Thank you for your cooperation.

Very truly yours,

JEFFREY HANSEN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESLER OCT 12 1999

## GARDENER'S COTTAGE, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

### ARTICLE I - GARDENER'S COTTAGE, INC.

The name of this corporation is GARDENER'S COTTAGE, INC.

### ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including the specific power and authority to engage in the following:

1. To manufacture, purchase, or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of; and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services; of every class, kind, and description;
2. To conduct business in, have one or more offices in; and buy, hold, mortgage, sell, convey, lease or otherwise 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;
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness; and execute such mortgages, transfers of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporations and engage in the same or other character of business.
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or

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dispose of the shares of the capital stock of, or any bonds, securities, or other evidence 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 the rights, powers, and privileges of ownership, including the right to vote such stock.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is following:

10,000 shares of common voting stock having a par value of \$1.00 per share.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than \$500.00.

### **ARTICLE V - TERM OF EXISTENCE**

The date of commencement of corporate existence shall be as soon as the articles of incorporation have been approved by the Secretary of State. The corporation shall exist perpetually thereafter.

### **ARTICLE VI - ADDRESS**

The initial street address of the principal office of the corporation in the State of Florida is:

1270 ADMIRALTY BLVD.  
ROCKLEDGE, FL 32955

### **ARTICLE VII - DIRECTORS**

This corporation shall have at least two directors initially. The number of directors may be increased or diminished from time to time in accordance with the by-laws adopted by the stockholders, but shall never be less than one. The name and address of initial directors are:

JEFFREY HANSEN  
1270 ADMIRALTY BLVD.  
ROCKLEDGE, FL 32955

SHEILA ADAMS  
1270 ADMIRALTY BLVD.  
ROCKLEDGE, FL 32955

### **ARTICLE VIII - INITIAL SUBSCRIBERS**

The name and street address of each subscriber of these Articles of Incorporation is:

JEFFREY HANSEN  
1270 ADMIRALTY BLVD.  
ROCKLEDGE, FL 32955

SHEILA ADAMS  
1270 ADMIRALTY BLVD.  
ROCKLEDGE, FL 32955

### **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

### **ARTICLE XI - INDEMNIFICATION**

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned; or by any reason of any act or omission to act as such director or officer; provided that he shall not have been derelict in the performance of his duty as to the matters in respect of which such claim is asserted or proceedings brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

### **ARTICLE XII - INTERLOCKING OFFICERS AND DIRECTORS**

No contract or other transaction between the corporation and any other firm or corporation shall be

affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders directors, or officers of such other firms or corporation; and any directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation or in which this Corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be effected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or is interested in; such contracts, act or transaction of this corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

#### **ARTICLE XIII - COMPENSATION**

The compensation of the officers of this corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the corporation. The compensation of the directors of this corporation shall be established by vote of the stockholders.

#### **ARTICLE XIV - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein-above stated, this corporation shall have all of the following powers;

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or

cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares, owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

To enter into, for the benefit of its employee, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

#### **ARTICLE XV - INITIAL OFFICERS**

The name and street address of the officers of the Corporation:

TITLE PRESIDENT/SEC/TREA

JEFFREY HANSEN  
1270 ADMIRALTY BLVD.  
ROCKLEDGE, FL 32955

VICE PRESIDENT

SHEILA ADAMS  
1270 ADMIRALTY BLVD.  
ROCKLEDGE, FL 32955

#### **ARTICLE XVI - INITIAL REGISTERED AGENT**

Certificate Designating Place of Business or Domicile for the Service of Process within This State,

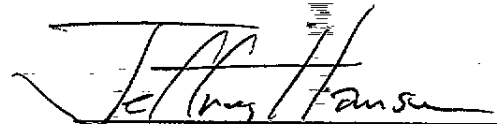
Naming agent upon whom Process May Be Served.

The following is submitted in compliance with Chapter 48.091, Florida Statutes: GARDENER'S COTTAGE, INC. a corporation organizing under the laws of the State of FLORIDA with its principal office at 1270 ADMIRALTY BLVD. in the city of ROCKLEDGE County of BREVARD, State of FLORIDA has named JEFFREY HANSEN located at 1270 ADMIRALTY


BLVD. City of ROCKLEDGE, STATE OF FLORIDA, as its agent to accept service of process within this state.

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
JEFFREY HANSEN  
Registered Agent  
Incorporator

  
JEFFREY HANSEN  
Incorporator

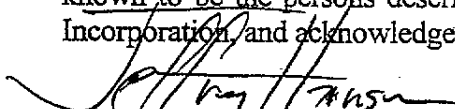
IN WITNESS WHEREOF, we have hereunto set our hands and seals  
This 4<sup>th</sup> day of October, 19 99.

  
NOTARY PUBLIC  
Donna Bonnie  
★ My Commission CC834241  
Expires May 6, 2003

STATE OF FLORIDA

COUNTY OF BREVARD

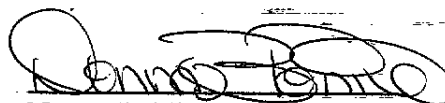
I certify that on this day before me, a notary public duly authorized in the State and county named above to take acknowledgements, personally appeared the following named individuals, to me known to be the persons described as subscribed in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation:

  
JEFFREY HANSEN

  
SHEILA ADAMS

Witness my hand and official seal in the county and state named above this 4<sup>th</sup> day of October, 1999.

5-16-2003  
My Commission expires:

  
Notary Public

Donna Bonnie  
★ My Commission CC834241  
Expires May 6, 2003

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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