

339209



ACCOUNT NO. : 072100000032

REFERENCE : 035810, 4303929
Patricia Papp

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : November 18, 1998

ORDER TIME : 1:24 PM

ORDER NO. : 035810-005

800002690878--2

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

Amended

DOMESTIC AMENDMENT FILING

NAME: COSTA NURSERY FARMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
98 NOV 18 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR
11/19/98

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COSTA NURSERY FARMS, INC.

89
NOV 18 PM 2:40
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is COSTA NURSERY FARMS, INC. (the "Corporation").
2. Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced by the following provision, which shall be and is the new Article III of the Articles of Incorporation:

"ARTICLE III

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of voting common stock, with \$.10 par value per share (the "Class A Common Stock") and Ninety Thousand (90,000) shares of nonvoting common stock, with \$.10 par value per share (the "Class B Common Stock"). Fully paid stock of this Corporation shall not be liable to any further call or assessment.

The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise required by the Florida Business Corporation Act)."

3. Each share of the issued and outstanding common stock of the Corporation in existence immediately prior to the foregoing amendment, shall be reclassified into a one-tenth (1/10) fractional share of Class A Common Stock and a nine-tenth (9/10) fractional share of Class B Common Stock, without any action on the part of the holders thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit "A".

4. The above and foregoing was adopted by the unanimous written consent of all of the Shareholders and all of the members of the Board of Directors of the Corporation on November 10, 1998, pursuant to Sections 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Amendment, this 10th day of November, 1998.

COSTA NURSERY FARMS, INC., a Florida corporation

By: _____

Jose A. Costa, Jr., President

By: _____

Maria Costa Smith, Secretary

EXHIBIT "A"

PLAN OF RECAPITALIZATION OF COSTA NURSERY FARMS, INC.

This Plan of Recapitalization is adopted by the Board of Directors of COSTA NURSERY FARMS, INC. (the "Corporation") as of the 10th day of November, 1998.

I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares of common stock, with \$.10 par value per share (the "Common Stock"), of which Thirty Thousand Sixty and 60/100 (30,060.60) shares are issued, fully paid, and outstanding.

II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan of Recapitalization (the "Plan"), at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Common Stock will be reclassified (the "Reclassification") in the manner set forth in Section 2.2 hereof in exchange for the "Recapitalization Consideration" (as such term is defined in Section 2.3 hereof).

(b) The Reclassification shall become effective upon the filing of the Articles of Amendment to the Articles of Incorporation of the Corporation to which this Plan of Recapitalization is attached as an exhibit (the "Articles of Amendment") with the Secretary of State of the State of Florida in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"). The date and time when the Reclassification shall become effective is herein referred to as the "Effective Time".

2.2 **Reclassification of Stock.** At the Effective Time, each authorized, issued and outstanding share of Common Stock shall, without any action on the part of the holder thereof be reclassified as, and changed into, (i) a one-tenth (1/10) fully paid and nonassessable fractional share of voting common stock, with \$.10 par value, of the Corporation (the "Class A Stock") and (ii) a nine-tenth (9/10) fully paid and nonassessable fractional share of nonvoting common stock,

with \$.10 par value, of the Corporation (the "Class B Stock"). The holders of Class A Stock and Class B Stock shall have identical rights with respect to (i) distributions from the Corporation, (ii) the liquidation of the Corporation and (iii) all other matters affecting the Corporation, except that the holders of Class B Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise required by the Act).

2.3 The Exchange.

(a) Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock, the holder of such certificate or certificates shall, for each share of Common Stock, be entitled to receive a one-tenth (1/10) fractional share of the Class A Stock and a nine-tenth (9/10) fractional share of the Class B Stock, all in accordance with Section 2.2 hereof.

(b) The Class A Stock and the Class B Stock are sometimes referred to herein as the "Recapitalization Consideration".

(c) Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended at the Effective Time in the manner set forth in the Articles of Amendment, and as so amended, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.4 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) Approval of the Articles. The approval of the Articles of Amendment by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) Litigation. No action, proceeding or investigation shall have been instituted or threatened, on or prior to the Effective Time, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

IN WITNESS WHEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President and its corporate seal to be affixed hereto and attested by its Secretary.

COSTA NURSERY FARMS, INC., a Florida
corporation

By: _____

Jose A. Costa, Jr., President

Attest:

Maria Costa Smith, Secretary