

FD1000 12265

Transmittal Letter

December 19, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200004740802--4
-12/27/01--01025--012
*****87.50 *****87.50

Subject: Abaco Growers, Inc.

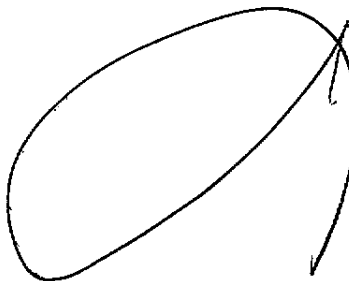
Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$ 87.50 Filing Fee, Certified Copy and Certificate

FROM: Deborah Kaicher Pastran, Esquire
333 NE Campbell Drive
Homestead, FL 330300

305-246-2122

FILED
01 DEC 27 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 12/27

Articles of Incorporation
of
Abaco Growers, Inc.

FILED
01 DEC 21 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.
Name

The name of the Corporation is **Abaco Growers, Inc.**, hereinafter referred to as the "Corporation".

II.
Purposes

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

III.
Principal Office and Registered Agent

The principal office of the Corporation is **28525 SW 202 Avenue, Homestead, FL 33030**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is **Raul Pastran, 333 NE 8th Street, Homestead, FL 33030**.

IV.
Duration

The duration of the Corporation shall be perpetual.

V.
Initial Business

The initial business of the Corporation shall be: **Nursery**

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to

issue is 100, each share to have a par value of \$1.00. Corporation Common Stock shall all have the same rights with respect to voting, dividends, liquidation, and as to any and all other rights and privileges of share ownership.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Deborah Kaicher Pastran, Esq.	333 NE Campbell Drive Homestead, FL 33090

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: **2**
The name(s) and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
Michael Finocchiaro	164 NW 15th Street Homestead, FL 33030
Jason Bass	28525 SW 202 Avenue Homestead, FL 33030

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from **January 1** to **December 31** of each year.

XII.
Articles of Incorporation

The Shareholders reserve the right to revise, replace, restate, and amend the Articles of Incorporation of the firm. A majority vote is required for any revision amendment, or change to the Articles.

XIII.
When Articles of Incorporation Effective

This corporation and its Articles shall become effective when properly filed by the Florida Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 21 day of December, 2001.




Signature/Incorporator

12/21/01

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

12/21/01

Date

State of Florida

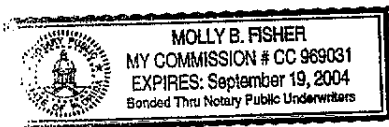
County of Miami-Dade

BEFORE ME, the undersigned authority, on this day personally appeared RAUL E PASTRAN, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 21 day of December, 2001.

Molly B. Fisher
Notary Public in and for the
State of Florida

My Commission Expires:



FILED
01 DEC 27
SECRETARY OF STATE
TALLAHASSEE FLORIDA
4H11:05