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FLORIDA PROFIT CORPORATION OR P.A.

kendall farms nursery, inc.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KENDALL FARMS NURSERY, INC.



ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: KENDALL FARMS NURSERY, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 10905 S.W. 95TH STREET, MIAMI, FLORIDA 33176.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE VI
INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: B. LAWRENCE SHERMAN

INITIAL REGISTERED OFFICE: 10905 S.W. 95TH STREET, MIAMI, FLORIDA 33176.

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time. The Names and addresses of the initial Board of Directors are: B. LAWRENCE SHERMAN located at 10905 S.W. 95TH STREET, MIAMI, FLORIDA 33176.

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator executing these Articles of Incorporation are as follows: B. LAWRENCE SHERMAN, whose address is 10905 S.W. 95TH STREET, MIAMI, FLORIDA 33176, respectively.

ARTICLE IX
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


B. LAWRENCE SHERMAN, Incorporator

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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 B.L.S.
B. LAWRENCE SHERMAN

DATE January 8, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared B. LAWRENCE SHERMAN, to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 8 day of January, 2003



Colleen O'Leary Henderson
Commission # 00021077
Expires July 1, 2005
Notary Public
Atlantic Banking Co., Inc.

Colleen O'Leary Henderson
Notary Public, State of Florida
at Large

(PLEASE PRINT) _____

Serial Number: _____

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