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03 FEB 12 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

106 2/18

January 30, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Sundial Tree Distributors, Inc.

Gentlemen:

We are enclosing an original and copy of Articles of Incorporation for the above corporation, together with a check made payable to your order in the amount of \$78.75 to cover the following costs:

Filing Fee	35.00
Certified Copy of Articles	8.75
Registered Agent Fee	35.00

Your prompt attention in processing the above and furnishing us with a Certificate of Incorporation and a certified copy of the Articles will be greatly appreciated.

Kindly return papers to me as follows:

Faye Ebright
130 Alhambra Place
West Palm Beach, FL 33405

Thank you for your cooperation in this matter.

Very truly yours,


Faye Ebright

Enc.

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03 FEB 12 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNDIAL TREE DISTRIBUTORS, INC.

I, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be: **SUNDIAL TREE DISTRIBUTORS, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is to sell trees and plants at wholesale and retail, and all other matters directly or indirectly related thereto, and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgages or otherwise;

to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal of all kinds and description.

B. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind.

C. To act as agent, broker or attorney in fact for any person, firms, or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claim affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon; to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property to the company, and to sell such

bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

E. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

F. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other negotiable and transferable instruments and evidences of indebtedness of all kinds.

G. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

H. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

I. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest in common law trust, trust and other trust estates or associations, certificates of trust or

beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and mercantile, financial and industrial enterprises and operation.

J. To engage in and carry on any advertising business in connection with property of any nature owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

K. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, of any amendment thereto necessary and incidental to the protection and benefit of the corporation, including the right of the corporation or its stockholders to pay state or federal taxes under any plan it or they may elect and as shall be approved by such taxing authority; and in general carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in the Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED shares of FIVE (\$5.00) DOLLAR par value stock.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the corporation and its principal place of business shall be 6010 Martin Avenue, West Palm Beach, Florida 33405 with the privilege of having branch offices at other places within or without the State of Florida. The registered agent for this corporation shall be JAMES MURRAY LEWIS.

ARTICLE VII

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
James Murray Lewis	6010 Martin Avenue West Palm Beach, FL 33405	President

The corporation shall have at least one and not more than five directors, and no person

shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
James Murray Lewis	6010 Martin Avenue West Palm Beach, FL 33405	500

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and has hereunto set his hand and seal this 30th day of January, 2003.

James Murray Lewis
James Murray Lewis

In the presence of:

Don Moore
Please print name

Don Moore (SEAL)

Greg Hickman
Please print name

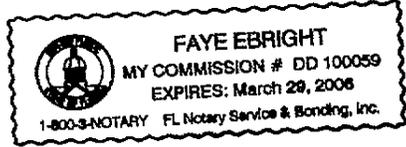
Greg Hickman (SEAL)

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JAMES MURRAY LEWIS, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at West Palm Beach, Florida, this 30th day of January, 2003.

Faye Ebright
Notary Public
My Commission Expires:



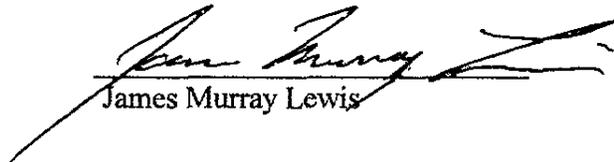
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **SUNDIAL TREE DISTRIBUTORS, INC.**, to be organized under the laws of the State of Florida, with its principal place of business in West Palm Beach, Florida, as set forth in the Articles of Incorporation, has named **JAMES MURRAY LEWIS** whose registered address is 6010 Martin Avenue, West Palm Beach, Florida 33405, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


James Murray Lewis

03 FEB 12 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED