

LAW OFFICES ♦ DENNIS L. STONE

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**ARTICLES OF INCORPORATION
OF
DS LANDSCAPE & EXOTIC IMAGES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation is: **DS LANDSCAPE & EXOTIC IMAGES, INC.**

ARTICLE II - ADDRESS

The street address of the initial principal office and the mailing address of the corporation is: 12350 S.W. 184 Street, Miami, Florida 33177.

ARTICLE III - NUMBER OF SHARES

The number of shares the corporation is authorized to issue is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - DURATION

The period of duration of this Corporation is perpetual.

ARTICLE V - NATURE OF BUSINESS

The purposes for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida and to carry on in any capacity any business or trade deemed legal in the State of Florida or any other state, country, territory or nation.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding exclusive of any treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary dissolution, liquidation or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VIII - DIRECTORS/OFFICERS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Directors and officers, who shall hold office until the organization meeting of this Corporation and/or until any successor is elected are:

Americo Soler, Director & President
12350 S.W. 184 Street
Miami, Florida 33177.

Isabel M. Diaz, Director, Secretary & Treasurer
12350 S.W. 184 Street
Miami, Florida 33177.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

Isabel M. Diaz, 12350 S.W. 184 Street, Miami, Florida 33177.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is:

Isabel M. Diaz
12350 S.W. 184 Street
Miami, Florida 33177.

ACCEPTANCE REGISTERED AGENT

The undersigned Isabel M. Diaz, having been designated and named as registered agent and to accept service of process for DS LANDSCAPE & EXOTIC IMAGES, INC., the above named corporation, at the place designated in these Articles of Incorporation, do 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.

Isabel M. Diaz
Isabel M. Diaz, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator of DS LANDSCAPE & EXOTIC IMAGES, INC. has executed these Articles of Incorporation on August 5, 1995.

Isabel M. Diaz
Isabel M. Diaz, Incorporator