

P 97 0000 58321  
LAW OFFICES

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS  
1016-1092

PAUL B. ANTON  
1027-1081

MILTON S. BLAUT X  
ALAN B. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
WILLIAM S. KRAMER O  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS  
KENNETH A. RUBIN  
REUBEN M. SCHNEIDER O X S  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN O

EDWARD S. RESNICK (RET.)

OF COUNSEL  
STANLEY D. GOTTSEGEN †

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

S MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
† MEMBER OF OHIO BAR

2021 TYLER STREET  
POST OFFICE BOX 229010  
HOLLYWOOD, FLORIDA 33022-9000

ONE BOCA PLACE \* SUITE 411-E  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7383

TELEPHONES  
HOLLYWOOD (954) 921-5500  
FAX: (954) 925-7013  
BOCA RATON & DELRAY  
(561) 994-2212  
(561) 994-2772  
FAX: (561) 997-8494  
NORTH BROWARD (954) 428-9800  
MIAMI (305) 940-8440  
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

FILE NO. Hollywood

ZZZ-Q-0001

June 27, 1997

5  
800002228788--4  
-07/02/97--01042--003  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

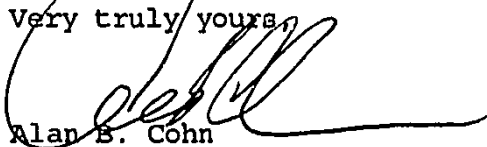
RE: J & A Nursery, Inc.

Dear Sir/Madam:

Enclosed for filing please find one original and one copy of Articles of Incorporation for above referenced corporation. Also enclosed is our firm check in the amount of \$122.50 to cover the required filing and certified copy fees. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Please call me if you have any questions.

Very truly yours,

  
Alan B. Cohn

ABC\jah\249066

Enclosure

c: Mr. Andres Yzaguirre

RECORDED JUL 3 1997

FILED  
97 JUL -2 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
J & A NURSERY, INC.

FILED  
97 JUL -2 AM 11:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

**NAME:** The name of this corporation shall be J & A NURSERY, INC.

ARTICLE II

**ADDRESS:** The mailing address and street address of the initial principal office of the corporation shall be 19460 S.W. 187th Avenue, Florida 33187.

ARTICLE III

**NATURE OF BUSINESS:** The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

**CAPITAL STOCK:** This corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

**TERM OF EXISTENCE:** This corporation shall have perpetual existence.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT:** The name and street address of the initial registered agent of this corporation shall be: Andres Yzaguirre, 19460 S.W. 187th Avenue, Miami, Florida 33187.

ARTICLE VII

**DIRECTORS:** The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

**INITIAL DIRECTORS:** The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Andres Yzaguirre	19460 S.W. 187th Avenue Miami, Florida 33187
Joaquin Suarez	19460 S.W. 187th Avenue Miami, Florida 33187

ARTICLE IX

**INCORPORATOR:** The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andres Yzaguirre	19460 S.W. 187th Avenue Miami, Florida 33187

ARTICLE X

**INDEMNIFICATION:** To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

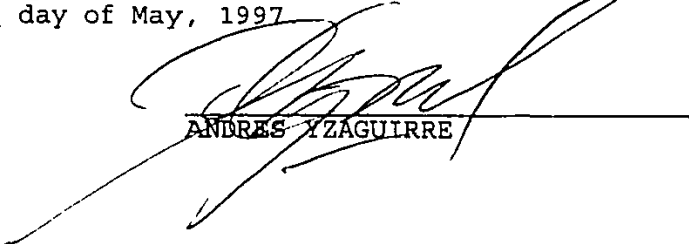
ARTICLE XI

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 20 day of May, 1997.

  
\_\_\_\_\_  
ANDRES YZAGUIRRE

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for J & A NURSERY, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: 6-28, 1997

  
ANDRES VZAGUIRRE

#241680

FILED  
97 JUL -2 AM 11:35  
STUDYANT OF STATE  
TALLAHASSEE, FLORIDA