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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWSS
PHONE: (954)523-2626

EFFECTIVE DATE
1-21-98

ACCT#: 076060003657

FAX #: (954)523-5306

NAME: PLANTS UPON PLANTS, INC.

AUDIT NUMBER.....H98000001279

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
1-21-98

PLANTS UPON PLANTS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be PLANTS UPON PLANTS, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One (\$1.00) Dollar par value.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
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ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective January 21, 1998.

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: January 21, 1998.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN E. GOLDENBERG, President

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ARTICLE VII

DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name and Address

Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394

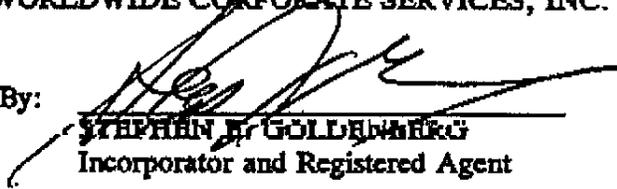
ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 21, 1998.

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN F. GOLDBERG
Incorporator and Registered Agent

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STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEPHEN F. GOLDENBERG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on January 21, 1998.

Darlene Borelli

Signature of Notary Public

Darlene Borelli

Typed/Printed Name of Notary Public
Notary Public, State of Florida
My Commission Expires:



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