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REFERENCE : 783747 10808A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 16, 1998

ORDER TIME : 9:33 AM

ORDER NO. : 783747-005

CUSTOMER NO: 10808A

CUSTOMER: Ronald G. Baker, Esq  
RUSSO & BAKER, P.A.

000002490490-16  
-04/16/98-01049-019  
\*\*\*\*122.50 \*\*\*\*122.50

Suite 301  
4675 Ponce De Leon Boulevard  
Coral Gables, FL 33146

DOMESTIC FILING

NAME: BAYSIDE GROWERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 16 PM 12:02

98 APR 15 AM 10:26  
DIVISION OF CORPORATIONS  
4/16/98

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 16 PM 12:02

OF

BAYSIDE GROWERS, INC.

The undersigned, acting as incorporator of a corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is **BAYSIDE GROWERS, INC.**

ARTICLE II

This corporation is organized for the following purposes:

- A. To own and operate a wholesale or retail nursery. To do any necessary and incidental acts connected with the nursery business.
- B. To do any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of no par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin

business will be no less than \$500.

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The principal office of the corporation will be 6619 South Dixie Highway #228, Miami, FL 33143.

ARTICLE VIII

The initial street address of the initial registered office of the corporation will be 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, and the name of the initial registered agent of this corporation at that address is RONALD G. BAKER.

ARTICLE IX

The number of directors of the corporation will not be less than one.

ARTICLE X

The name and street address of the member of the first Board of Directors are:

MIKE PAHULES                      6619 South Dixie Highway #228  
Miami, FL 33143

ARTICLE XI

The name and street address of the person signing these Articles of Incorporation are as follows:

MIKE PAHULES                      6619 South Dixie Highway #228  
Miami, FL 33143

ARTICLE XII

The initial bylaws shall be adopted by the Board of Directors.

The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

I, the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set my hand and seal, this 15<sup>th</sup> day of APR. 1, 1998.

  
MIKE RAHULES (SEAL)

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 16 PM 12:03

BEFORE ME, on this day, personally appeared MIKE PAHULES, the party to the foregoing Articles of Incorporation, who is either (a) PERSONALLY KNOWN TO ME, or produced to me as his identification \_\_\_\_\_, No: \_\_\_\_\_, which expires on \_\_\_\_\_, and who did take an Oath, and known to me to be the party to the foregoing Articles of Incorporation, and acknowledged the said Articles to be his free act and deed, and that the facts stated therein are truly set forth.

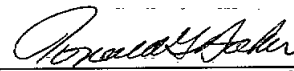
WITNESS my hand and official seal at Coral Gables, said County and State last aforesaid, this 15<sup>th</sup> day of APRIL, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida

OFFICIAL NOTARY SEAL  
RONALD G BAKER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC690148  
\_\_\_\_\_  
Standard Commission Exp. NOV 14 2001 Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BAYSIDE GROWERS, INC., at 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.

  
\_\_\_\_\_  
RONALD G. BAKER, Registered Agent