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TRANSMITTAL LETTER

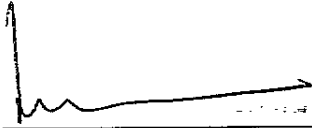
Thursday, November 18, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700003051557--4  
-11/22/99-01120-020  
\*\*\*\*78.75 \*\*\*\*78.75

**SUBJECT: HAMPTON NURSERIES**

I enclose an original and 1 copy of the Articles of Incorporation for the above corporation and check in the amount of \$ 78.75 (Seventy Eight Dollars and Seventy Five Cents).



From:

Luiz Roberto Ferreira  
1244 Pennsylvania Ave # 107  
Miami Beach, FL  
33139  
TEL: (305) 532-5890

FILED  
99 NOV 22 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HAMPTON NURSERIES, CORP.

89 NOV 22 PM 1:29  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be: HAMPTON NURSERIES, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1244 Pennsylvania Ave. # 107

Miami Beach, FL

33139

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ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1500 NO PAR.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Luiz Roberto Ferreira

1244 Pennsylvania Ave. # 107

Miami Beach, FL

33139

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

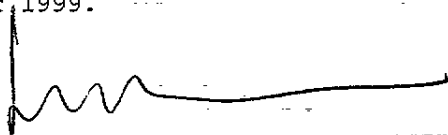
Luiz Roberto Ferreira

1244 Pennsylvania Ave. # 107

Miami Beach, FL

33139

The undersigned has executed these Articles of Incorporation this 17 day  
of November, 1999.



\_\_\_\_\_  
, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

HAMPTON NURSERIES, CORP.

2. The name and address of the registered agent and office is:

Luiz Roberto Ferreira

1244 Pennsylvania Ave. # 107

Miami Beach, FL

33139

Signature: \_\_\_\_\_

Title: Incorporator

Date: 11/18/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Signature: \_\_\_\_\_

Date: 11/18/99

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