

The Family Para-Legal Center, Inc.

Stephen L. Silvestro, CPA

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May 21, 1998

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32301

In Re: Filing and Registered Agent,
"Flagler Foliage, Inc."

Gentlemen\Madam:

Enclosed are the original and copy of the Articles of Incorporation for the above-named corporation. In addition, our check in the amount of Seventy (\$70.00) Dollars, which represents the following:

1. Filing Fee
2. Registered Agent Fee

Very truly yours,

SL Silvestro, CLA
The Family Legal Center

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*****70.00 *****70.00

FILED
98 MAY 27 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

No Copy Attached

— WE DO NOT GIVE LEGAL ADVICE —



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ARTICLES OF INCORPORATION

1. THE NAME OF THE CORPORATION IS: Flagler Foliage, Inc
2. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION IS: 5505 John Anderson Hwy., Flagler Beach, FL 32136, mailing address P.O. Box 1126, Flagler Beach, FL 32136.
3. THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 1,000,000 SHARES OF COMMON STOCK, IN ONE (1) CLASS ONLY.

4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including the activity of retail and wholesale of foliage and plants.

5. THE REGISTERED AGENT OF THE CORPORATION IS: Peggy Shumate AND THE REGISTERED ADDRESS IS: 5505 John Anderson Hwy., Flagler Beach, FL 32136.

This address is the same as the principal place of business and the mailing address of the corporation.

6. THE INITIAL BOARD OF DIRECTORS SHALL HAVE 3 MEMBER'S, WHOSE NAME'S AND ADDRESS ARE AS FOLLOWS:

John R. Shumate, Pres.: 5505 John Anderson Hwy. Flagler Beach
FL 32136

Peggy Shumate, VPres: 5505 John Anderson Hwy. Flagler Beach,
FL 32136

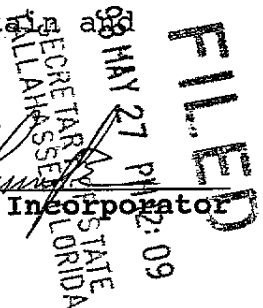
Lisa Sharpe, Sec./Treas: 1209 S. Central Ave. Flagler Beach,
FL 32136

7. THE INCORPORATOR OF THIS CORPORATION IS: John R. Shumate, WHOSE ADDRESS IS: 5505 John Anderson Hwy., Flagler Beach, FL 32136.

8. It is the intention of the incorporation that the corporation will will qualify under section 1244 of the Internal Revenue Code and shall take all action necessary to obtain and maintain its status as an S Corporation.

DATED: MAY 21, 1998.

John R. Shumate
John R. Shumate, Incorporator



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.

DATED: May 21, 1998.

Peggy Shumate
Peggy Shumate, Registered Agent

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TALLAHASSEE FLORIDA