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**Florida Department of State**

Division of Corporations

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**To:**

Division of Corporations

Fax Number : (850) 205-0383

**From:**

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone : (305) 599-0839

Fax Number : (305) 716-0346

**AL****LIMITED LIABILITY COMPANY****VILLA FOLIAGE NURSERY LLC**

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## Article I - NAME

The name of the Limited Liability Company is:  
Villa Foliage Nursery LL C

## Article II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company<sup>1</sup> is:  
10350 West Bay Harbor Drive Apt. 8P  
Miami, Fl 33154

## Article III - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida

## Article IV - DURATION

The period of duration for the Limited Liability Company shall be:  
The Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

## Article V - PURPOSES AND POWERS

The general purpose for which the company is organized is to engage in the business of nursery and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

## Article VI - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Pedro L. Campo, CPA, 1985 NW 88 Court, Suite 201, Miami, Fl. 33172. The name and address of the registered agent of this Company is Pedro L. Campo, CPA, 1985 NW 88 Court, Suite 201, Miami, Fl. 33172

## Article VII - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager:	Hernan Villa-Valencia
Vice Operating Manager:	Francisco Javier Gonzalez

Whose addresses shall be the same as the mailing address of the Company

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**Article VIII - ADMISSION OF NEW MEMBERS**

The right, if given of members to admit additional members and the terms and conditions of the admission shall be:

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the members(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent

**Article IX - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

**Article X - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the members(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members(s) of the Company are:

Hernan Villa-Valencia  
West 10350 Bay Harbor Drive Apt. 8 P  
Miami FL 33154

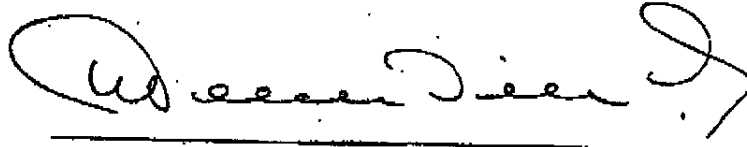
Francisco Javier Gonzalez  
30021 SW 146 Ave.  
Leisure City, Homestead, FL 33033-3922

Octavio Vazquez Rua  
16375 SW 304 St.  
Homestead, Fla. 33033

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**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this September 5, 2001



**Hernan Villa-Valencia**

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company:

Villa Foliage Nursery LL C

2. The name and Florida street address of the registered agent are:

Pedro L. Campo, CPA  
1985 NW 88 Court Suite 201  
Miami, FL 33172

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Having been named 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 provision 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.



Pedro L. Campo, CPA

September 5, 2001