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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

SUN NURSERY, LLC

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**ARTICLES OF ORGANIZATION
FOR
SUN NURSERY, LLC**

**A Florida Limited Liability Company
(Chapter 608 of Florida Statutes)**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act ("the "Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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ARTICLE I

NAME

The name of the limited liability company shall be Sun Nursery, LLC (the "Company").

ARTICLE II

DURATION

The term and duration of the Company shall be perpetual, unless terminated in accordance with the operating agreement adopted by the Company (the "Operating Agreement") of the Limited Liability Company or otherwise terminated in accordance with law.

ARTICLE III

PURPOSES AND POWERS

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

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ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address of the principal office of the Company shall be 8950 N.W. 27th Street, Miami, Florida 33172, but the location may be changed with approval by the members of the Company present at a meeting (personally or by proxy) representing a majority of the voting power.

ARTICLE V

MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The Company will be initially managed by the member(s) signing these Articles of Organization below, until the first meeting of the members, when one or more managers will be elected and qualified upon approval by the members of the Company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 8950 N.W. 27th Street, Miami, Florida 33172, and the name of its initial registered agent is Frank R. Puentes.

ARTICLE VII

RESTRICTIONS ON MEMBERSHIP

Additional members may be admitted upon the unanimous approval of each and every member of the Company. Any transfer or assignment of a member's interest must comply with any requirements, then in effect, set forth in the Articles of Organization and the Operating Agreement. A proposed transferee will not be recognized as a member of the Company, unless both the procedures and requirements then in effect under the Articles of Organization and the Operating Agreement are followed and satisfied fully. If either (a) there is no Operating Agreement, and the remaining members of the Company do not approve the proposed transfer or assignment by unanimous written consent of each and every member, or (b) both the procedures

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and requirements then in effect of the Articles of Organization and the Operating Agreement are not fully satisfied; any such transfer or assignment is void from inception and the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a member.

ARTICLE VIII

VOTING BY MEMBERS WITHOUT MEETING

On any matter that is to be voted on by members, the members may take such action without a meeting, without prior notice, and without a vote, if a written consent setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize such action at a meeting, but in no event by a vote representing less than the percentage of voting power of the members otherwise present (personally or represented by proxy) at a meeting, if a meeting were held. Within ten (10) days after obtaining such authorization by written consent, written notice must be given to those members that did not consent in writing or were not entitled to vote.

ARTICLE IX

AMENDMENT OF OPERATING AGREEMENT AND REGULATIONS

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the members.

ARTICLE X

AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all members of the Company present (personally or represented by proxy) at a meeting representing a majority of the voting power.

ARTICLE XI

INDEMNIFICATION

This Company is empowered to indemnify any officer, member, or manager to the fullest extent permitted by applicable law, as now and hereinafter amended.

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ARTICLE XII

EXECUTION

The undersigned member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Sun Nursery, LLC

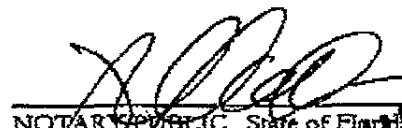
IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, I, the undersigned member, has executed these Articles of Organization this 16 day of Dec, 2003.


Frank R. Puentes, Initial Member

STATE OF FLORIDA)
COUNTY OF DADE) SS.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Frank R. Puentes, known to me and known by me to be the person(s), who, as organizer(s), executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this Dec 16, 2003.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

These Articles were prepared by:
J. Luis Quintana, Esq.
Quintana & Associates, P.A.
338 Minorca Avenue
Coral Gables, Florida 33134
(Fla. Bar No. 768987)



[In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

TOTAL P.05

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REGISTERED AGENT ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY 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 AS PROVIDED FOR IN CHAPTER 608, F. S.

REGISTERED AGENT

By: Frank R. Puentes
Frank R. Puentes

[In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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