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EUGENE CARUSO

3626 WHITEHALL DRIVE, SUITE 105 WEST PALM BEACH, FL 33401

June 8, 2005

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

Re: Articles of Dissolution for Horto-Flora, Inc. and

Articles of Organization for Horto-Flora, LLC

To Whom It May Concern:

Enclosed please find the following items for filing:

- 1) Articles of Dissolution of Horto-Flora, Inc., a Florida profit corporation.
- 2) Articles of Organization of Horto-Flora, LLC, a Florida limited liability company.

Sincerely

I have also enclosed two checks in the amounts of \$35.00 and \$125.00 in payment of the filing fees required with respect to these items. I do not require a certified copy of the filed documents.

Thank you for your assistance in this matter.

ARTICLES OF ORGANIZATION OF HORTO-FLORA, LLC

ARTICLE I

Name

The name of the Limited Liability Company is: Horto-Flora, LLC

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Eugene Caruso, Manager 3626 Whitehall Drive, Suite 105 West Palm Beach, FL 33401

ARTICLE III

Registered Agent, Registered Office & Registered Agent's Signature

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

Gary M. Dunkel, Esq. Greenberg Traurig, P.A. 777 S. Flagler Drive, Suite 300E West Palm Beach, Florida 33401

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 agrees 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 in Chapter 608, Florida Statutes.

∂any M. Dunkel

ARTICLE IV

Manager

The name and address of the Managing Member of the Limited Liability Company is:

c/o Eugene Caruso, Manager 3626 Whitehall Drive, Suite 105 West Palm Beach, FL 33401

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 stated herein are true.

Eugene Caruso, Manager