



1201 HAYS STREET
800-342-9800
1-222-9100
1-222-0000
1950000882

ACCOUNT NO. : 072100000032

REFERENCE : 736623 6475A

AUTHORIZATION :

COST LIMIT : \$ 337.50

ORDER DATE : November 15, 1995

ORDER TIME : 11:21 AM

ORDER NO. : 736623

CUSTOMER NO: 6475A

CUSTOMER: L. M. Ploucha, Esq
ATKINSON DINER STONE & COHEN

1946 Tyler Street

Hollywood, FL 33020

DOMESTIC FILING

NAME: TROPICAL NURSERY FARMS, L.C.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN NOV 16 1995

FILED
95 NOV 15 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TROPICAL NURSERY FARMS, L.C.

FILED
95 NOV 15 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: TROPICAL NURSERY FARMS, L.C. (the "Company").

ARTICLE II

ADDRESS

The Company's mailing and street address is:

25300 S.W. 202nd Avenue
Homestead, Florida 33031

ARTICLE III

DURATION

The period of the Company's duration shall not exceed thirty (30) years from the date of filing these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations.

ARTICLE IV

NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V

CONTRIBUTIONS TO THE COMPANY

The total amount of cash initially being contributed to the Company is Four Thousand Dollars (\$4,000). Additional capital

contributed by the members, may be contributed by the members.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. PLOUCHA
c/o Atkinson, Diner, Stone,
& Mankuta, P.A.
P.O. Drawer 2088
1946 Tyler Street
Hollywood, Florida 33022-2088

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VIII

CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE IX

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The names and addresses of the members are as follows:

Alpha Botanical, Inc.
25300 S.W. 202nd Avenue
Homestead, Florida 33031

Campbells Foliage, Inc.
17425 S.W. 275th Street
Homestead, Florida 33031

Foliage Forest, Inc.
17350 S.W. 248th Street
Homestead, Florida 33031

Sprengers and Drath, Inc.
23245 S.W. 162nd Avenue
Homestead, Florida 33031

ARTICLE X

REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE XI

COMMENCEMENT DATE

Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, a member of the Company, for the purpose of forming a limited liability company to do business within the State

of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

FOLIAGE FOREST, INC.

By: [Signature] (SEAL)
President

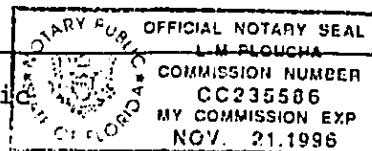
STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 13th day of November, 1995, by Don P. Chin, President of Foliage Farms, Inc., a Florida corporation, to me personally known X or produced identification _____. Type of identification produced _____

[Signature]
Name:

Notary Public



The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.

[Signature]
L.M. PLOUCHA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is a member of TROPICAL NURSERY FARMS, L.C. (the "Company"), declares as follows:

1. The Company has at least two (2) members.
2. The members have not made any capital contributions.
3. The members listed anticipate making capital contributions in the future in the following amounts:

<u>Name of Member</u>	<u>Amount of Contribution</u>
ALPHA BOTANICAL, INC.	\$2,500
CAMPBELLS FOLIAGE, INC.	\$2,500
FOLIAGE FOREST, INC.	\$2,500
SPRENGERS AND DRATH, INC.	\$2,500

Dated: November 13, 1995

FOLIAGE FOREST, INC.

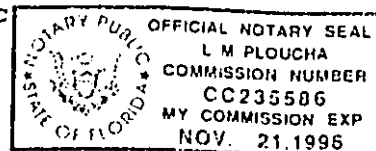
By: [Signature]
President

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 13th day of November, 1995, by Don P. Chin President of Foliage Forest, Inc., to me personally known X or produced identification _____.
Type of identification produced _____.

[Signature]
Name:
Notary Public



2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

FILED

96 SEP 17 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Northerm Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 263.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000882**

TROPICAL NURSERY FARMS, L.C.
25300 S.W. 202ND AVENUE
HOMESTEAD FL 33031

1a. Principal Place of Business Address

25300 S.W. 202ND AVENUE
HOMESTEAD FL 33031

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3c. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		11/15/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/>

65-0618854

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
PLOUCHA, L. M ATKINSON, DINER, STONE & MANKUTA, P. 1946 TYLER STREET HOLLYWOOD FL 33022		Name Street Address (P.O. Box Number is Not Acceptable) 600001962100 Suite, Apt. #, etc. -10/02/96--01005--030 ***263.75 ***263.75 City FL Zip Code	

9. Pursuant to the provisions of Sections 608.418 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent /accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	ALPHA BOTANICAL, INC.	02ND AVENUE	HOMESTEAD FL
MGRM	CAMPBELLS FOLIAGE, INC	17425 S.W. 275TH STREET	HOMESTEAD FL
MGRM	FOLIAGE FOREST, INC.	17350 S.W. 248TH STREET	HOMESTEAD FL
MGRM	SPRENGERS AND DRATH, I	23245 S.W. 162ND AVENUE	HOMESTEAD FL

JB 9-27-96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: DON P. CHEN 8/30/96
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone 305-201-5571