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ACCOUNT NO. : 072100000032

REFERENCE : 630488 81599A

AUTHORIZATION :

*Patricia Pigeto*

COST LIMIT : \$ 78.75

ORDER DATE : March 20, 2000

ORDER TIME : 10:48 AM

ORDER NO. : 630488-005

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq  
OSSINSKY & CATHCART, P.A.  
OSSINSKY & CATHCART, P.A.  
210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: COLD RIVER ORNAMENTALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 20 PM 12:08

RECEIVED

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00 MAR 20 PM 12:23

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

COLD RIVER ORNAMENTALS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 20 PM 12:23

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

COLD RIVER ORNAMENTALS, INC.  
10499 MOORE RD., GOTH A, FL 34724

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Rd., Winter Park, FL 32789 and the name of its initial Registered Agent at that address is Marc P. Ossinsky.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
JAMES E. HARVEY, JR.	10499 MOORE RD., GOTH A, FL 34724

Article 7. Incorporators. The name and address of each Incorporator is as follows:

JAMES E. HARVEY, JR.  
10499 MOORE RD., GOTH A, FL 34724

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
JAMES E. HARVEY, JR.	100

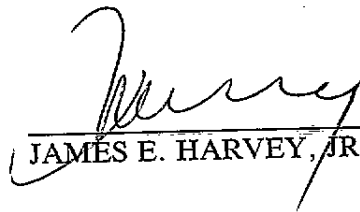
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. §607.0203, the date when corporate existence shall commence is March 20, 2000.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 17 day of March, 2000.

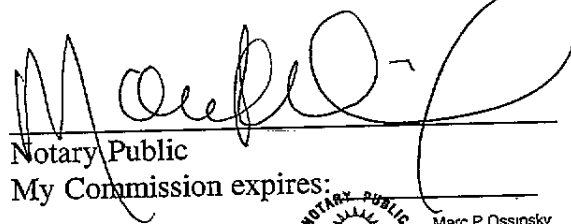
  
JAMES E. HARVEY, JR., Incorporator

STATE OF FLORIDA )

SS.

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 17 day of March, 2000, by James E. Harvey, Jr. of COLD RIVER ORNAMENTALS, INC., a corporation, on behalf of the corporation, who is personally known or produced \_\_\_\_\_ as identification.

  
Notary Public  
My Commission expires: \_\_\_\_\_

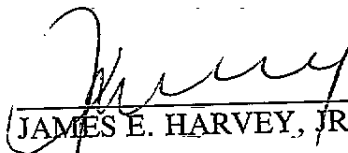


Marc P Ossinsky  
My Commission CC598511  
Expires December 27 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
UPON WHOM PROCESS MAY BE SERVED,  
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

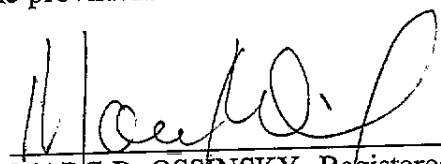
COLD RIVER ORNAMENTALS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10499 Moore Rd., Gotha, FL 34724, has named MARC P. OSSINSKY, located at 210 N. Wymore Rd., Winter Park, FL 32789, as its agent to accept service of process within Florida.

  
JAMES E. HARVEY, JR.

Incorporator  
Title

3-17-00  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
MARC P. OSSINSKY, Registered Agent  
3-17-00  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 20 PM 12:23