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LAW OFFICES

*Rosillo & Rosillo*

SUITE 100 525 NORTHWEST 27TH AVENUE

*Miami, Florida 33125*

ALBERT P. ROSILLO  
ALBERT ROSILLO, JR.

FILED  
00 JUN 15 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (905) 643-4618  
FAX (305) 643-4618

June 13, 2000

Secretary of State  
Division of Corporations  
P.O. Box 5588  
Tallahassee, Florida 32314

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-06/16/00--01003--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: GONZALEZ NURSERY AND LANDSCAPING, INC.

Gentlemen:

Enclosed please find Articles of Incorporation for the above corporation.

I am also enclosing my check for \$78.75, to cover the filing fees, registered agent designation and certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,

*Albert P. Rosillo*  
ALBERT P. ROSILLO

APR:mm  
enclosures

JUN 16 2000

ARTICLES OF INCORPORATION

OF

GONZALEZ NURSERY AND LANDSCAPING, INC.

FILED  
00 JUN 15 AM 10:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation,  
each a natural person competent to contract, hereby associate themselves  
together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:  
GONZALEZ NURSERY AND LANDSCAPING, INC.  
a Florida Corporation

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III

PURPOSE

The General purpose or nature of business for which this  
Corporation is organized shall be:

1. To purchase, acquire, hold, sell, exchange, raise, propagate,  
cultivate, or otherwise deal with or dispose of plants, trees, shrubs and other  
nursery products.

To own, lease and operate a general landscaping business  
buying, selling, installing and maintaining all kinds of landscaping, floral  
properties, ornamental shrubs and plants, and related products.

-1-

Prepared By:

525 N.W. 27 Avenue, #100  
Miami, Florida 33125  
(305) 643-4616

-1-

2. To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

3. To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness, as required.

4. To purchase the corporate assets of any other corporation, engage in the same or similar character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

#### ARTICLE IV

#### CAPITAL STOCK

The maximum number of shares of stock which this Corporation shall have outstanding at any time shall be one hundred (100) shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in property, real or personal, or in services, at a true valuation thereof.

ARTICLE V

PREEMPTIVE RIGHTS

If the capital stock of this Corporation is increased and new shares of stock are issued, the holder of original stock shall be entitled to subscribe to the new issue in preference to non-holders and on equal terms with other holders of the original stock in the proportion that the number of the original shares held by him bear to the total outstanding number of the original shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation is: RIDOBEL GONZALEZ  
and the street address of the  
Corporation's initial Registered Office in the State of Florida is: 20900 S.W. 238th Street, Miami, Florida

The Corporation's principal office and the mailing address are: 20900 S.W. 238th Street, Miami, Florida

The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RIDOBEL GONZALEZ	20900 S.W. 238th Street Miami, Florida

ARTICLE VIII

INCORPORATORS

The name and post office address of the Incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
RIDOBEL GONZALEZ	20900 S.W. 238th Street Miami, Florida

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority vote at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

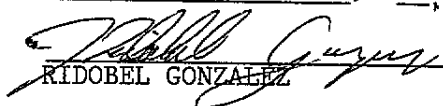
b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, RIDOBEL GONZALEZ, having been named to accept service of process for GONZALEZ NURSERY AND LANDSCAPING, INC. a Florida Corporation, at the place designated herein, do hereby accept to act

in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
RIDOBEL GONZALEZ

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals thereto, this 12 day of June 2000 ~~xx~~xxx

  
RIDOBEL GONZALEZ

FILED  
JUN 15 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

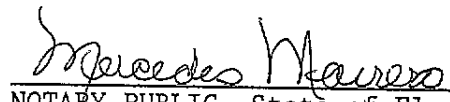
STATE OF FLORIDA)

COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, RIDOBEL GONZALEZ

to me known to be the persons described as Incorporators in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me, that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal, this 12 day of June 2000 ~~xx~~xxx.

  
NOTARY PUBLIC, State of Florida at  
Large

My commission expires:

OFFICIAL NOTARY SEAL  
MERCEDES MARRERO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC744297  
MY COMMISSION EXP. JUNE 12, 2002