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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

FILED
00 DEC - 1 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

P&B Cub Corp.

Certificate of Status	0
Certified Copy	1
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P&B
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ARTICLES OF INCORPORATION**OF****P&B Cub Corp.****FILED**
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **P&B Cub Corp.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **c/o Morningstar Nursery, 14600 Starkey Road, Delray Beach, FL 33446.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares having a par value of one-dollar (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Paul Rampell, Esq., 125 Worth Avenue, Suite 202, Palm Beach, FL 33480.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

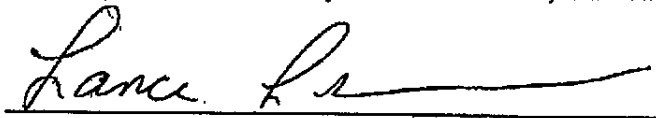
The name and address of the initial Board of Directors of the corporation is **Paul Z. Okean, 14600 Starkey Road, Delray Beach, FL 33446.**

ARTICLE VII: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 1st day of December 2000.

"Capital Connection, Inc. by Lance L. McGee, Client Representative"



A handwritten signature in cursive script, appearing to read "Lance L. McGee", is written over a horizontal line.

CAPITAL CONNECTION
24:41 00, 10/21
CAPITAL CONNECTION

850 222 1222
222 222 058=TEL
850 222 1222

12/01 '00 15:16 NO.577 04/04
NOTICE CONNECTION
12/01 '00 15:16 NO.577 04/04

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
P&B CUB CORP.

2. The name and street address of the registered agent and office is: _____
PAUL RAMPPELL, ESQ., 125 Worth Avenue, Suite 202, Palm Beach, FL 33480

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Paul Rampell

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DEC 01 '00 02:49PM PAUL RAMPPELL, ESQ.