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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

GARY'S PLANTS, INC

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 07 |
| Estimated Charge | \$78.75 |

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**ARTICLES OF INCORPORATION
OF
GARY'S PLANTS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is GARY'S PLANTS, INC.
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to provide plant brokerage services, which include buying, reselling and shipping plants and related supplies and to engage in any legal activities authorized under the laws of the United States and the state of Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$.01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Gary Ferguson
10426 N W 32 Avenue
Miami, Florida 33147

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Gary Ferguson
10426 N W 32 Avenue
Miami, FL 33147

Document Prepared by:
STANLEY E. JOHNSON, JR., ESQ.
1444 Biscayne Boulevard
Suite 230
Miami, Florida 33132
Tel. (305) 372-2797
Florida Bar No. 472395

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7. Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Gary Ferguson
10426 N W 32 Avenue
Miami, FL 33147

8. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Gary Ferguson
10426 N W 32 Avenue
Miami, FL 33147

9. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. Indemnification. This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. Debts of the Corporation. The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. Conflict of Interest. This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1998), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be

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counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation this 9 day of January, 2001.

Gary Ferguson
Gary Ferguson, Incorporator

Gary Ferguson
Gary Ferguson, Registered Agent

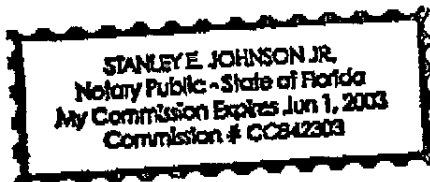
STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Gary Ferguson to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced _____ as identification or ☒ is personally known by me and he acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 day of JANUARY, 2001.

Stanley E. Johnson Jr.
Notary Public
State of Florida

My Commission Expires:



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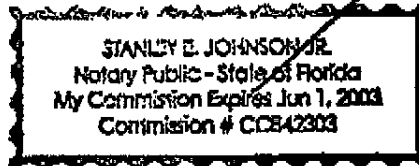
STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Gary Ferguson, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced _____ as identification or ☒ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 day of JANUARY, 2001.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



STATE OF FLORIDA)
)
COUNTY OF DADE)

The undersigned being the duly elected and acting Director/President for GARY'S PLANTS, INC. does on behalf of GARY'S PLANTS, INC. certify that he is familiar with and accepts the duties and responsibilities of Director/President for GARY'S PLANTS, INC.

By: 
NAME: GARY FERGUSON
TITLE: Director/President

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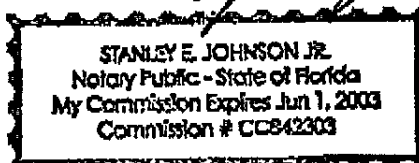
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STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9 day of _____
January, 2001 by GARY FERGUSON who has produced _____
_____ as identification for GARY'S PLANTS, INC.
or ✓ is personally known by me.

Name:
Notary Public

My Commission expires:



STATE OF FLORIDA)
)
COUNTY OF DADE)

The undersigned being the duly elected and acting Register Agent for GARY'S
PLANTS, INC. does on behalf of GARY'S PLANTS, INC. certify that he is familiar with
and accepts the duties and responsibilities as Register Agent for GARY'S PLANTS, INC.

By: Gary Ferguson
Name: Gary Ferguson
Title: Register Agent.

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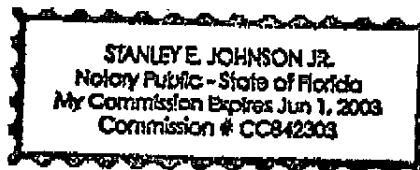
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STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9 day
of January, 2001 by Gary Ferguson, who has produced
[Signature] as identification for GARY'S PLANTS, INC. or _____
✓ is personally known by me.

[Signature]
Name: _____
Notary Public.

My Commission Expires:



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