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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

GREEN THUMB PLANTS & FLOWERS, INC.

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ARTICLES OF INCORPORATION

OF

GREEN THUMB PLANTS & FLOWERS, INC.

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

ARTICLE I. - CORPORATE NAME

The name of the Corporation is GREEN THUMB PLANTS & FLOWERS, INC., a Florida corporation.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 9250 Bay Drive, Surfside, FL 33154, and the name of its initial registered agent at such address is Frank A. Martin. The principal office and mailing address of the corporation is 9250 Bay Drive, Surfside, FL 33154.

This instrument prepared by:

DANIEL E. JONAS, ESQ.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 309850
Tel: (305) 866-7621

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JONAS AND SILBERMAN, P.A.

5907-988 (502) FAX 405-866-7621 (502) TEL: 405-866-7621 SUITE 405, 300 71ST STREET, MIAMI BEACH, FLORIDA 33141

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ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as member of the initial Board of Director is as follows:

Frank A. Martin
9250 Bay Drive
Surfside, FL 33154

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

Frank A. Martin
9250 Bay Drive
Surfside, FL 33154

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 7th day of February, 2001.

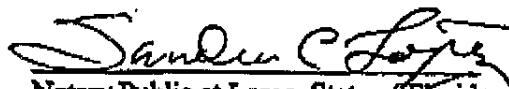

FRANK A. MARTIN

STATE OF FLORIDA:

SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared FRANK A. MARTIN and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 7th day of February, 2001, and who did take an oath.


Notary Public at Large, State of Florida
My commission expires:



Sandra C. Lopez
Commission # CC 811226
Expires Apr. 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

MONAS AND SILBERMAN, P.A.

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, FRANK A. MARTIN, and hereby acknowledges his appointment as the registered agent of GREEN THUMB PLANTS & FLOWERS, INC., a Florida corporation, and he is familiar with, and accepts, the obligations of that position.

Frank A. Martin
FRANK A. MARTIN

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