

Levine, Busch, Schnepfer & Stein, P.A.

ATTORNEYS AT LAW

DAVID H. LEVINE*
EDWARD P. BUSCH*
R. CORY SCHNEPPER*
BARRY A. STEIN*
SANFORD M. REINSTEIN
KATHLEEN L. SPALDING*
CLIFFORD J. MOSKOWITZ
ERIC B. SANDLER

MAILING ADDRESS:
SUITE 1010
ONE DATRAN CENTER
9100 S. DADELAND BOULEVARD
MIAMI, FLORIDA 33156

April 6, 2001

MIAMI-DADE (305) 670-2333
BROWARD (954) 922-0800
TDD (305) 670-6322
FAX (305) 670-0716

BROWARD OFFICE
100 SOUTH PINE ISLAND ROAD
SUITE 202
PLANTATION, FLORIDA 33324
(954) 423-2555

* BOARD CERTIFIED IN
WORKER'S COMPENSATION

Secretary of State
State of Florida
Corporation Division
The Capital
Tallahassee, Florida 32301

RE: CEIBA NURSERY, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of the above captioned corporation.

Also enclosed is our check in the sum of \$78.75 for the following: Charter Tax, Filing Fee, Certified Copy, Resident Agent Fee.

Please certify the enclosed copy of the Charter and return it to this office. Also, please advise us to when the Charter has been filed with your office.

Thank you for your cooperation.

Sincerely,



Sanford M. Reinstein, Esq.

SMR/sc
Enclosures

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01 APR 17 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CEIBA NURSERY INC.

FILED

01 APR 17 PM 12:04

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **CEIBA NURSERY INC.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose and nature of business to be transacted by this corporation is to carry on in any capacity any business or trade deemed legal in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 21075 S.W. 232 St., Miami, FL 33170. The Board of Directors may from time to time designate such other address and place for the principal offices of this corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **CEIBA NURSERY INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of Miami, County of Miami-Dade, has named: Irma Sanchez as its agent to accept service of process within this State at 21075 S.W. 232 St., Miami, FL 33170.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.


IRMA SANCHEZ
Registered Agent, **CEIBA NURSERY INC.**

ARTICLE VIII - DIRECTORS

The corporation shall have 2 director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTOR

The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

IRMA SANCHEZ, 21075 S.W. 232 St., Miami, FL 33170
SERGIO SANCHEZ 21075 S.W. 232 St., Miami, FL 33170

ARTICLE X - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are: IRMA SANCHEZ, 21075 S.W. 232 St., Miami, FL 33170 and SERGIO SANCHEZ 21075 S.W. 232 St., Miami, FL 33170

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon acceptance by the Secretary of State.

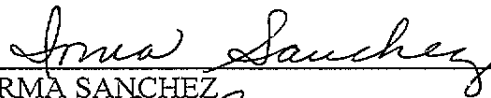
ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled

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to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of
Florida this 6 day of April, 2001

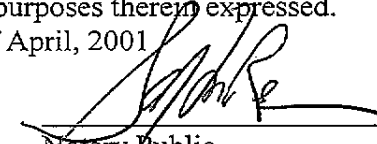

IRMA SANCHEZ


SERGIO SANCHEZ

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned Notary Public, personally appeared IRMA
SANCHEZ and SERGIO SANCHEZ, who are personally known to me and/or who provided
identification of _____ and who first being duly sworn, acknowledged that they
executed the foregoing Articles of Incorporation for the purposes therein expressed.

Witness my hand and seal this 6 day of April, 2001


Notary Public

