

TRANSMITAL LETTER

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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900004192849--1  
-05/10/01--01053--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: Hernandez Palmes Nursery Corp.

Enclosed is an original and One (1) copy of the Articles of Incorporation and a check for :

- (X) \$ 78.75 Filing fee and Certificate copy
- (-) \$ 122.50 Filing fee and Certificate.
- ( ) \$ 131.25 Filing fee Cert. Copy and Certificate

From:

Victor Hugo Ochoa  
30511 SW 149<sup>th</sup> Avenue  
Homestead, Florida 33033  
Telephone 305 247-6603

FILED  
01 MAY 10 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 15 2001

(6)

**ARTICLES OF INCORPORATION  
OF  
HERNANDEZ PALMS NURSERY CORP.**

FILED

01 MAY 10 PM 4: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a Corporation under the Florida Corporation Act, and under the guidelines and regulation of the Code of the Internal Revenue Service, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of this Corporation shall be: Hernandez Palms Nursery Corp.

The principal place of business of this Corporation shall be:  
15845 SW 232<sup>nd</sup> Street Miami, Florida 33170

**ARTICLE II NATURE OF BUSINESS**

This Corporation may in or transact any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other State, Country, territory of nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares, One (\$1.00) Dollar par value, which will be denominated "Common Shares".

**ARTICLE IV TERM OF EXISTENCE**

The duration of this Corporation is perpetual, the date and time of commencement of the corporate existence is the date of subscription and acknowledgment of the Articles of Incorporation.

**ARTICLE V QUALIFICATION**

The directors of this corporation shall constitute all persons hereinafter named as Incorporators and such other persons as from time to time hereafter may be approved by the Board of Directors as provide in the By-Laws.

Articles of Incorporation continue.....

#### ARTICLE VI BOARD OF DIRECTORS

- a. The day to day affairs of the corporation shall be managed by the Board of Directors.
- b. The number of Directors constituting the initial Board of Directors of this Corporation are: Two, the number of Directors may be increased or decreased from time to time by the By-Laws, but never shall be less than One.
- c. The names and Street addresses of the initial officers and directors who shall hold office the first year of the Corporation's existence or until their successor are elected are:

Juan Hernandez  
15845 SW 232<sup>nd</sup> Street  
Miami, Florida 33170

P/D

Nancy Hernandez  
15845 SW 232<sup>nd</sup> Street  
Miami, Florida 33170

V/D

#### ARTICLE VII INCORPORATORS


Name and street address of the incorporators to this articles of Incorporation are:

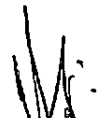
Juan Hernandez  
15845 SW 232<sup>nd</sup> Street  
Miami, Florida 33170

Nancy Hernandez  
15845 SW 232<sup>nd</sup> Street  
Miami, Florida 33170

Articles of incorporation continue.....

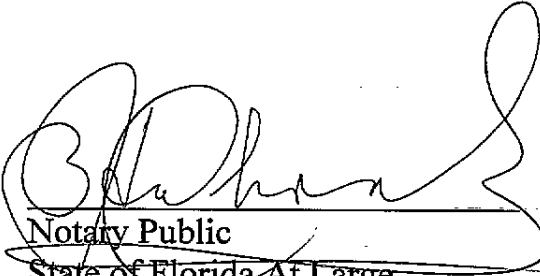
IN WITNESS WHEREOF, the undersigned incorporators has executed these  
Articles of Incorporation this 11 day of May 2001.

  
\_\_\_\_\_  
Juan Hernandez

  
\_\_\_\_\_  
Nancy Hernandez

STATE OF FLORIDA  
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn before me this  
11 day of May of 2001

  
\_\_\_\_\_  
Notary Public  
State of Florida At Large



Victor Hugo Ochoa  
Commission # CC 930616  
Expires April 27, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

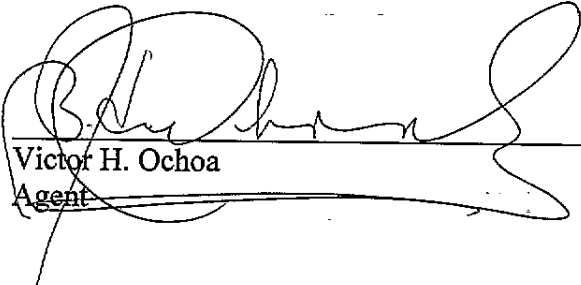
CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVE BY PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes:

HERNANDEZ NURSERY PALMS CORP. A Corporation organized under the laws of the  
State of Florida with its principal office at 15845 SW 232<sup>nd</sup> Street, Miami, Florida 33170 has  
named Victor H. Ochoa, of 30511 SW 149<sup>th</sup> Avenue Homestead, Florida 33033, as its agent to  
accept service of process within this State.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION AT PLACE DEIGNATED IN THIS CERTIFICATE, I HEREBY  
ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE  
PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID  
OFFICE .

  
\_\_\_\_\_  
Victor H. Ochoa  
Agent

FILED  
01 MAY 10 PM 4: 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA