

P020000 28455

MAX D. PUYANIC

BRICKELL WEST
51 SOUTHWEST NINTH STREET • MIAMI, FLORIDA 33130
TEL: (305) 373-0220 • FAX: (305) 358-9023

FILED
02 MAR -8 AM 9:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 5, 2002

VIA OVERNIGHT COURIER

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: Lazy Leaf Nursery, Inc.

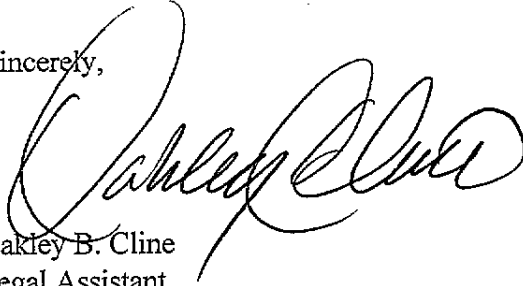
Dear Sir/Madame:

Enclosed please find the Articles of Incorporation for the above referenced entity together with a photocopy of the same. You will also find enclosed our check in the amount of \$78.75 representing the following:

Filing Fee:	\$35.00
Registered Agent Fee:	35.00
Certified Copy:	8.75

We look forward to receipt of the certified copy and have provided a self-addressed overnight courier envelope for your convenience and to expedite the return of the filed Articles of Incorporation. Thank you for your cooperation. If there are any questions, please contact my office at (305) 373-0220.

Sincerely,


Oakley B. Cline
Legal Assistant

Enc.

D. WHITE MAR 15 2002

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**ARTICLES OF INCORPORATION
OF
LAZY LEAF NURSERY, INC.**

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TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: **LAZY LEAF NURSERY, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

51 S.W. 9 STREET, MIAMI, FLORIDA 33130

ARTICLE III

NATURE OF THE CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

TERMS OF EXISTENCE

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) shares of one class of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE VI

INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: Max D. Puyanice

INITIAL REGISTERED OFFICE: 51 SW 9 Street, Miami, Florida 33130

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is three. The number of Directors may be either increased or decreased from time to time by amendment to the By-Laws but shall never be less than the number of the initial Board of Directors.

The name and address of the initial Directors are as follows:

Richard S. Bertold
28405 S.W. 170 Avenue
Homestead, FL 33030

Russell A. Bertold
25550 S.W. 147 Avenue
Homestead, FL 33032

Patrick Lyden
28701 S.W. 202 Avenue
Homestead, FL 33030

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR: Max D. Puyanice

ADDRESS: 51 SW 9 Street, Miami, Florida 33130

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE XI

RIGHT TO AMEND

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII

VOTING RIGHTS

At each election of Directors, every Stockholder entitled to vote shall have the right to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

WDR
Incorporator

**ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT**

Having 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.

WDR
Max D. Puyanik

Date: 3-2-02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 2 day of March, 2002, by Max D. Puyanik who is personally known to me and who did not take an oath.

Yvette Marie Zaccaria
Notary Public

