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LAW OFFICES OF

**WILBUR & ALLEN**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

112 WEST ADAMS STREET #1700

JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.  
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211  
FAX (904) 356-4214

PLEASE REPLY TO:  
POST OFFICE BOX 58  
JACKSONVILLE, FLORIDA 32201

March 21, 2002

State of Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

900005147039--2  
-03/22/02--01071--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Jaxma Greenhouse, Inc.

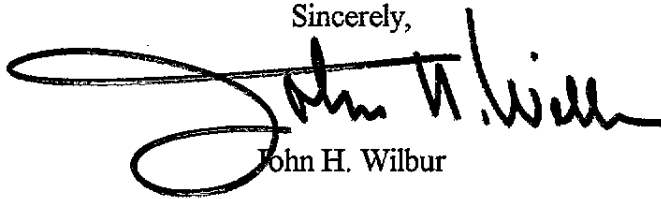
Gentlemen:

We are enclosing the following in connection with the above corporation.

1. Articles of Incorporation in duplicate.
2. Resident Agent Certificate

We also enclose our check in the amount of \$70.00 in payment of the fees. We request that you process the documents for this corporation and return the Articles of Incorporation to us when they have been filed.

Sincerely,



John H. Wilbur

JHW/jh  
Enclosures

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02/22/02 AM 9:57

F. CHESSEY MAR 28

ARTICLES OF INCORPORATION

OF

JAXMA GREENHOUSE, INC.

ARTICLE I. NAME

The name of the corporation is:

JAXMA GREENHOUSE, INC.

The principal office and mailing address of the corporation is 13671 Covington Creek Drive, Jacksonville, Florida 32224. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be one hundred one thousand eight hundred (101,800) shares of common stock, each share having no par value.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 MAR 22 AM 9:57

13671 Covington Creek Drive  
Jacksonville, Florida 32224

The name of the initial registered agent of this corporation at that address is:

Shung-Kwong Kim  
13671 Covington Creek Drive  
Jacksonville, FL 32224

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than two (2). The names and addresses of the initial director of this corporation are:

Shung-Kwong Kim  
13671 Covington Creek Drive  
Jacksonville, Florida 32224

and

In Jun Kim  
415 Shinki-Ri, Jindong-Myun  
Masan City, Kyungsangnamdo  
South Korea

#### ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE X. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI.

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIII. INCORPORATOR

The name and address of the person signing these Articles is:

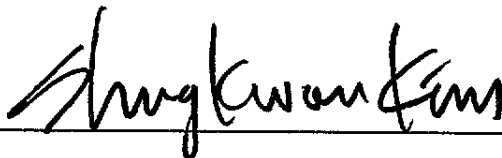
NAME

ADDRESS

Shung-Kwong\_Kim

13671 Covington Creek Drive  
Jacksonville, FL 32224

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 20th day of March, 2002.



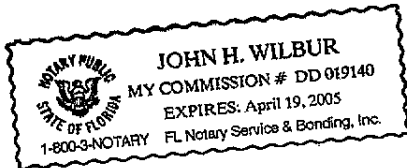
\_\_\_\_\_  
(SEAL)

STATE OF FLORIDA        )

                                      :SS  
COUNTY OF DUVAL        )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Shung-Kwong Kim, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20<sup>th</sup> day of March, 2002.



A large, stylized handwritten signature in black ink, which appears to read "John H. Wilbur". The signature is written over a horizontal line.

Notary Public-State of Florida  
at Large.

My Commission Expires:

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

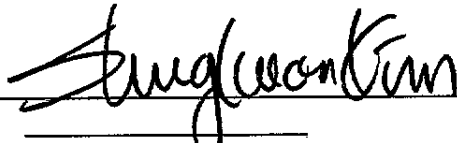
JAXMA GREENHOUSE, INC.

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance  
with said Act:

First--That JAXMA GREENHOUSE, INC. desiring  
to organize under the laws of the State of Florida with its principal office, as indicated in the  
Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named  
Shung-Kwon Kim, located at 13671 Covington Creek Drive, City of  
Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within  
this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By   
(Registered Agent)

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 22 AM 9:57