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**FLORIDA PROFIT CORPORATION OR P.A.**

**the secret garden design, inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE SECRET GARDEN DESIGN, INC.**

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TALLAHASSEE, FLORIDA  
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The undersigned Subscriber desiring to form a corporation in the State of Florida, hereby makes, signs, and subscribes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **THE SECRET GARDEN DESIGN, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: For the purpose of sales, marketing, supplies and design of landscapes.

To conduct business in, have one or more offices in, and hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, indebtedures, notes and other evidence or indebtedness and execute such mortgages, transfers or corporate property; or other instruments to secure the payment of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or

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government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers and conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and object shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms or individuals.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation authorized to have outstanding at any time is Two Hundred (200) Shares of common stock, having a nominal or par value of \$1.00 per share.

### **ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

### **ARTICLE V - ADDRESS**

The initial office address is hereby designated to be 267 Nahkoda Drive, Miami Springs, Florida 33166. The Corporation may change its office address or registered agent pursuant to the provisions of Section 607.037 Florida Statutes.

### **ARTICLE VI - REGISTERED AGENT**

The registered agent of the Corporation shall be ALFONSO N. BORGES, whose

address is 3425 SW 88<sup>th</sup> Place, Miami, Florida 33165.

#### **ARTICLE VII - INCORPORATOR**

The names and address of the incorporators or the corporation's subscribers to this certificate of incorporation **ALFONSO N. BORGES** and **JOSE G. PRENDES** whose address is 3425 SW 88<sup>th</sup> Place, Miami, Florida 33165.

#### **ARTICLE VIII - OFFICERS**

The names and addresses of the individuals serving as the initial officers are:

<b>ALFONSO N. BORGES</b>	as	Director, President and Treasurer
<b>JOSE G. PRENDES</b>	as	Director, Vice-President and Secretary

#### **ARTICLE IX - INDEMNIFICATION**

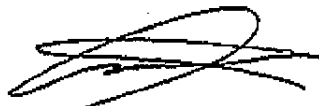
Every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, imposed upon and reasonably incurred by him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being having an Officer at the time such expenses and liabilities are imposed or incurred, except such cases in which the Officer seeking indemnification is adjudged guilty or willful misconduct or gross negligence, provided that if any claim for reimbursement or indemnification hereunder is based upon a settlement by the Officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Management by Shareholders approves such settlement as being in the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive or any other right to which such Officer may be entitled.

**ARTICLE X - AMENDMENT**

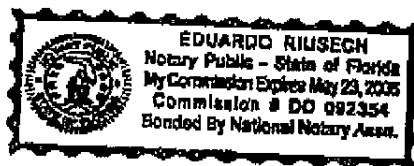
These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the Management of Shareholders, proposed by them to the Stockholder, and approved at a Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the officers and stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the Subscriber hereto set his hand and seal this 31 day of May, 2002.



ALFONSO N. BORGES  
Incorporator

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Miami, Florida on this 31 day of May, 2002.

  
Notary Public

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

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

**FIRST: THE SECRET GARDEN DESIGN, INC.,** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the State of Florida, has named **ALFONSO N. BORGES** located at 3425 SW 88<sup>th</sup> Place, Miami, Florida 33165, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT).**

Having been named to accept service of process on 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 said office.

BY:

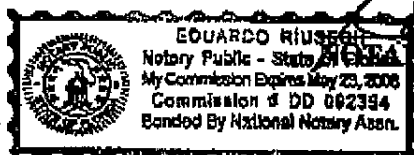
  
**ALFONSO N. BORGES**  
Resident Agent

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared **ALFONSO N. BORGES** to me well known to be the person described in and who executed the foregoing **CERTIFICATE OF REGISTERED AGENT**, and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal at Miami, Dade County, Florida on this 31 day of May, 2002.

My Commission Expires:



  
EDUARDO RIUSSE  
NOTARY PUBLIC, State of Florida

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TALLAHASSEE, FLORIDA

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