



LAW OFFICES

Carl A. Cascio, P.A.

PO2000068954

Carl A. Cascio

OF COUNSEL

Gary S. Gaffney

BOARD CERTIFIED REAL ESTATE ATTORNEY

FIRST FINANCIAL PLAZA  
639 EAST OCEAN AVENUE, SUITE 207  
BOYNTON BEACH, FLORIDA 33435  
(561) 736-7743  
FAX (561) 737-9775

June 11, 2002

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Palm Beach Orchids & Tropicals, Inc. and  
Tropical Nursery Land Holding Company, Inc.

FILED  
02 JUN 21 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and the Designation of Registered Agent for each of the above-referenced corporations, along with a check in the amount of \$157.50 for filing the Articles of Incorporation and Designation of Registered Agent and certified copy fee. Please return the Certificate of Incorporation and certified copy of the Articles of Incorporation and Designation of Registered Agent for these entities to my office at your earliest convenience.

Thank you for your attention to this matter.

000005904710--0  
-06/21/02--01053--002  
\*\*\*\*157.50 \*\*\*\*\*78.75

Very truly yours,

Carl A. Cascio

CAC/mkm  
Enclosures

cc: Ms. Charline Nakamura  
Mr. Gregory S. Reiser

5

D. WHITE JUN 21 2002

**ARTICLES OF INCORPORATION  
OF  
PALM BEACH ORCHIDS & TROPICALS, INC.**

**FILED**  
**02 JUN 21 PM 4: 27**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

**ARTICLE I**  
**NAME**

The name of this Corporation is Palm Beach Orchids & Tropicals, Inc.

**ARTICLE II**  
**DURATION**

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

**ARTICLE III**  
**PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To operate a nursery.

**ARTICLE IV**  
**SHARES**

The aggregate number of shares which the Corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the Corporation is 5040 Woodland Drive, Delray Beach, Florida 33484. The street address of its initial Registered Office is 5040 Woodland Drive, Delray Beach, Florida 33484, and the name of its initial Registered Agent at such address is Gregory S. Reiser.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

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

The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Charline Nakamura	4552 Blue Pine Circle Lake Worth, FL 33463
Gregory S. Reiser	5040 Woodland Drive Delray Beach, FL 33484

**ARTICLE VII**  
**INCORPORATORS**

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

<u>Name</u>	<u>Address</u>
Gregory S. Reiser	5040 Woodland Drive Delray Beach, FL 33484

**ARTICLE XIII**  
**INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**ARTICLE IX**  
**INITIAL OFFICERS**


The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Gregory S. Reiser	President	5040 Woodland Drive Delray Beach, Florida 33484
Charline Nakamura	Vice President	4552 Blue Pine Circle Lake Worth, Florida 33463

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this

31 day of May, 2002.

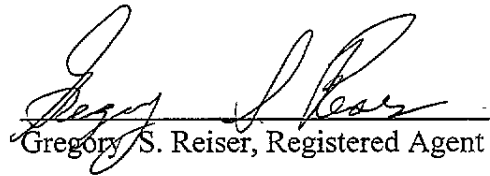
PALM BEACH ORCHIDS & TROPICALS, INC.

By:   
 Gregory S. Reiser, President

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
**02 JUN 21 PM 4:27**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

  
Gregory S. Reiser, Registered Agent