

Maring BOOKKEEPING SERVICE, INC.

5795 Orange Drive, Davie, FL 33314
Dade (305) 895-3466 • Broward (954) 792-5075 • FAX (954) 792-5062

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INCOME TAX • CORPORATE RETURNS • PARTNERSHIP • SMALL BUSINESS

P02000089508

JULY 29, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Fla. 32399

200007165872--6
-08/16/02--01037--030
*****262.50 *****87.50

Re: Articles of Incorporation for

ALL AMERICAN LANDSCAPE & NURSERY, INC.

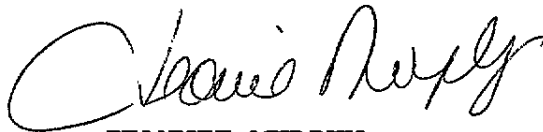
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above captioned corporation.

Also enclosed please find our check in the amount of \$87.50 representing filing fees, registered agent fees and the return of one (1) certified copy of the Articles.

Thank you for your attention to this matter.

Sincerely,



JEANNIE MURPHY
MARING BOOKKEEPING SERVICE

Enclosures

ARTICLES OF INCORPORATION

OF

ALL AMERICAN LANDSCAPE & NURSERY INC.

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THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

I.

NAME

THE NAME OF THIS CORPORATION IS: ALL AMERICAN LANDSCAPE & NURSERY, INC.

II.

NATURE OF BUSINESS

THE GENERAL NATURE OF THIS BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: LANDSCAPE & NURSERY

1. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

FURTHER, AND NOT BY WAYS OF LIMITATION OF THE PRECEDING PARAGRAPH:

2. TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES, OF EVERY CLASS, KIND, AND DESCRIPTION, EXCEPT THAT IT IS NOT CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURDITY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE, OR CEMETERY COMPANIES, BUILDING AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

3. TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL OR CONVEY, LEASE OR OTHERWISE DISPOSE OF, REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISE, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSE, IN THE STATE OF FLORIDA, AND IN ALL OTHER STATES AND COUNTRIES.

4. TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL, OR PLEDGE BONDS, DEBENTURES, AND NOTES, AND OTHER EVIDENCE OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATION INDEBTEDNESS AS REQUIRED.

5. TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME, OR OTHER CHARACTER OF BUSINESS.

6. TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE, OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR MAY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS, CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA, OR ANY OTHER STATE OF GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL OF THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

III.

CAPITAL STOCK

THE MAXIMUM NUMBER IF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: ONE HUNDRED SHARES OF COMMON STOCK, HAVING A NOMINAL PAR. VALUE OF: FIVE DOLLARS

IV.

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN: FIVE HUNDRED DOLLARS.

V.

TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

VI.

ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 1110 S FLAMINGO ROAD, DAVIE, FLORIDA 33325, THE BOARD OF DIRECTORS, MAY FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE OF THE CORPORATION TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

VII.

DIRECTORS

THIS CORPORATION SHALL BE EXERCISED BY A BOARD OF ONE (1) OR MORE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY NE INCREASED OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

VIII.

INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
EMMANUELLE FORTIER	1110 S FLAMINGO ROAD DAVIE, FLORIDA 33325
JUAN C ECHEVARRIA	1110 S FLAMINGO ROAD DAVIE, FLORIDA 33325

IX.

SUBSCRIBERS

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES, EACH AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION ARE:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
EMMANUELLE FORTIER	1110 S FLAMINGO ROAD DAVIE, FLORIDA 33325	50	\$ 250.00
JUAN C ECHEVARRIA	1110 S FLAMINGO ROAD DAVIE, FLORIDA 33325	50	\$ 250.00

SUBSCRIBERS:

EMMANUELLE FORTIER
VICE-PRESIDENT, DIRECTOR

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT FLAMINGO RANCH, INC. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL OFFICE, AS
INDICTED IN THE ARTICLES OF INCORPORATION, AT CITY OF DAVIE COUNTY
OF BROWARD, STATE OF FLORIDA, HAS NAMED JUAN C. ECHEVARRIA, AT
1110 S FLAMINGO ROAD, DAVIE, FLORIDA 33325, OF BROWARD COUNTY STATE
OF FLORIDA, AT IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS
STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, WITH
THE PROVISIONS OF SAID ACT TO KEEPING OPEN SAID OFFICE.



RESIDENT AGENT
JUAN C. ECHEVARRIA