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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3594
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

ODYSSEY NURSERY, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1-24-03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

(6)

OF

ODYSSEY NURSERY, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

ODYSSEY NURSERY, INC.

The principal office is located at 18153 SW 153 Place, Miami, Florida, 33187.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

THIS INSTRUMENT PREPARED BY:
JOHN P. MAAS, ESQUIRE
44 NE 16 Street
Homestead, Florida 33030

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ARTICLE IIIDURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IVCAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
RICARDO SANTOS-PEREZ and MARIA del ROSARIO DULZAIDES, his wife	18153 SW 153 Place Miami, Florida 33187	100

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIIIINITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
RICARDO SANTOS-PEREZ	18153 SW 153 Place Miami, Florida 33187
MARIA del ROSARIO DULZAIDES	18153 SW 153 Place Miami, Florida 33187

ARTICLE IXVOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be

vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 18153 SW 153 Place, Miami, Florida, 33187, and the name of the initial Registered Agent of this corporation at that address is Ricardo Santos-Perez.

ARTICLE XII

INDEMNIFICATION

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

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT ODYSSEY NURSERY, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT Miami, STATE OF FLORIDA, HAS NAMED RICARDO SANTOS-PEREZ, AT 18153 SW 153 Place, Miami, Florida, 33187, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature

Title

Date

RICARDO SANTOS-PEREZ

INCORPORATOR

1/22/03

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

Date

RICARDO SANTOS-PEREZ

1/22/03

2003/CORP/ODYSSEY NURSERY ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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