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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-3-03

OCHOA'S ACCOUNTING CO.

30511 SW 149TH Avenue
Homestead, Florida 33033
Off. 305-247-6603
Fax 305-242-3645

TRANSMITTAL LETTER

DEPARTMENT OF STATE

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: TWO BROTHERS NURSERY AND LANDSCAPING CORP

Enclosed is an original and One (1) copy of the Articles of Incorporation and a check for:

- ☒ \$ 78.75 Filing fee and Certificate copy
() \$ 122.50 Filing fee and Certificate
() \$ 131.25 Filing fee Certificate Copy and Certificate

From:

Ochoa's Accounting

30511 SW 149th Avenue
Homestead, FL 33033
Office: (305) 247-6603
Fax: (305) 242-3645

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TWO BROTHERS NURSERY AND LANDSCAPING CORP.**

I/WE, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under codes of the Internal Revenues Service and laws of the State of Florida , Chapter 607 and subject to the following provisions:

ARTICLE I

The name of the corporation shall be:

TWO BROTHERS NURSERY AND LANDSCAPING CORP.

ARTICLE II

The principal place of business of this Corporation is located at:

5933 SW 151 Place

Miami, Florida 33193

ARTICLE III

This Corporation shall have perpetual existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

1. Nursery and Landscaping . To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
2. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real property, including franchises patents, copyrights, trademarks, and licenses in the State of Florida, and in all other States districts, territories, countries or colonies.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
4. To purchase the corporate assets of any corporation and engage in the same or other character of business.
5. To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or

created by any corporation, joint stock companies, syndicates, association, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

6. In general, to carry on any other business in connection with the foregoing, and have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural person might be or could do.

ARTICLE IV

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1000) at One (1.00) Dollar par value, which will be denominated "Common Stock".

ARTICLE V

This Corporation shall begin business with a capital in the amount of One Thousand (1000.00) Dollars.

ARTICLE VI

This corporation shall have Three (3) Director(s) initially. The number of director(s) may increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than One (1), not more than Five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, and a directors of officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a directors of officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director of officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors, of officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successor(s) are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Levys Herrera
5933 SW 151 Place
Miami, Florida 33193

Jesus E. Palenzuela
5933 SW 151 Place
Miami, Florida 33193

Yudith P. Herrera
5933 SW 151 Place
Miami, Florida 33193

OFFICERS

President—Levys Herrera 5933 SW 151 Place Miami, Fl 33193
Vice-President—Jesus E. Palenzuela 5933 SW 151 Place Miami, Fl 33193
Treasurer—Yudith P. Herrera 5933 SW 151 Place Miami, Fl 33193

ARTICLE VIII

The name and post office address of the subscriber to these Articles of Incorporation are as follows:

Name
Levys Herrera

Address
5933 SW 151 Place
Miami, Fl 33193

Jesus E. Palenzuela

5933 SW 151 Place
Miami, Fl 33193

Yudith P. Herrera

5933 SW 151 Place
Miami, Fl 33193

ARTICLE IX

This Corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

Upon election of a Board of Directors by the Stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the same manner provide by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE XII

The private property of the stockholders, officers and directors shall no be subject to the payment of the obligations of the corporation to any extent.

ARTICLE XII

The Registered Agent for service of process in the State of Florida, and its registered office shall be:

Levys Herrera
5933 SW 151 Place
Miami, Fl 33193

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.


President/Director


Vice/president


Treasurer

The undersigned, having been named in the foregoing Articles of Incorporation of:

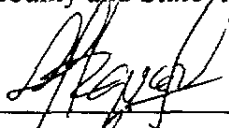
Te accept service of process, hereby accepts such designation.

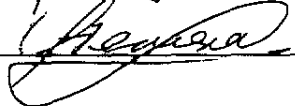
Levys Herrera

STATE OF FLORIDA)) SS:
COUNTY OF DADE)

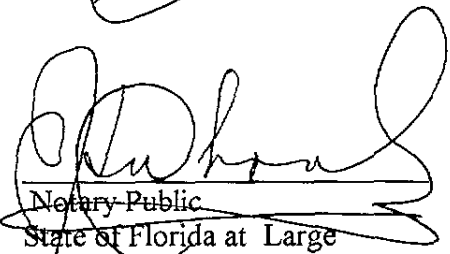
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared: **Levys Herrera, Jesus P. Palenzuela and Yudith P. Herrera** president, vice President and Treasurer respectively, of **Two Brothers Nursery and Landscaping Corp.** To me well known and known to me to be the person described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami
said county and State this 23 day of JANUARY, 2003.









Notary Public
State of Florida at Large

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TALLAHASSEE, FLORIDA