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EFFECTIVE DATE  
2-19-03

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LAW OFFICES

ENGLANDER & FISCHER, P.A.

721 First Avenue North  
St. Petersburg, FL 33701

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<sup>1</sup> Board Certified Business  
Litigation Lawyer  
<sup>2</sup> Also Licensed in Colorado  
<sup>3</sup> Certified Circuit Civil Mediator

February 19, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

**VIA FEDERAL EXPRESS**

Re: Plants of Distinction, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same. Please call me with any questions or concerns. Thank you.

Sincerely,



MARK M. WALL

MMW/lhp  
enclosures  
cc: Client

**ARTICLES OF INCORPORATION  
OF  
PLANTS OF DISTINCTION, INC.  
a Florida corporation**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLE I**  
**Name**

1.1. The name of the corporation is Plants of Distinction, Inc.

**ARTICLE II**  
**Effective Date and Duration**

2.1 This corporation shall have perpetual existence commencing on February 19, 2003 as a date being within five (5) business days prior to the date of filing these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**  
**Purpose**

EFFECTIVE DATE  
2-19-03

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
**Capital Stock**

4.1 This corporation is authorized to issue 1,000 shares of stock of \$1.00 par value common stock.

**ARTICLE V**  
**Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

**ARTICLE VI**  
**Initial Registered Office and Agent**

6.1 The street address of the initial registered office of this corporation is 721 1<sup>st</sup> Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Mark M. Wall, Esq.

**ARTICLE VII**  
**Principal Office and Mailing Address**

7.1 The initial principal office of this corporation is located at 6919 Grand Vista Way South, South Pasadena, FL 33707 and the corporation's initial mailing address shall be the same.

**ARTICLE VIII**  
**Initial Board of Directors**

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

LINDSAY H. GALL  
6919 Grand Vista Way South  
South Pasadena, FL 33707

**ARTICLE IX**  
**Incorporators**

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

MARK M. WALL, ESQ.  
ENGLANDER & FISCHER, P.A.  
721 1<sup>st</sup> Avenue N.  
St. Petersburg, FL 33701

**ARTICLE X**  
**Indemnification**

10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI**  
**Amendment**

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

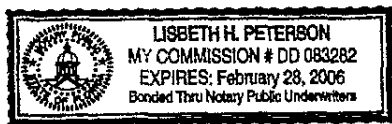
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 19, 2003.

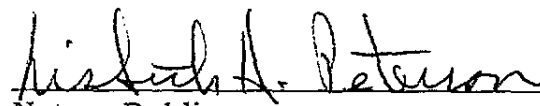
  
MARK M. WALL, ESQ.

STATE OF FLORIDA §  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARK M. WALL, who is personally known to me and who did take an oath. He, who after first being duly sworn, deposes and says that he has read the foregoing **Articles of Incorporation of Plants of Distinction, Inc., a Florida corporation** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this 19th day of February, 2003.

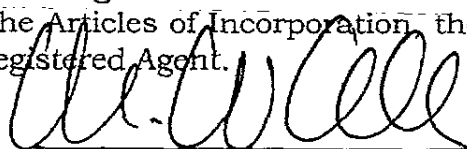


  
Notary Public  
Commission No.

(Name of Notary typed, printed or stamped)

**CONSENT OF REGISTERED AGENT**

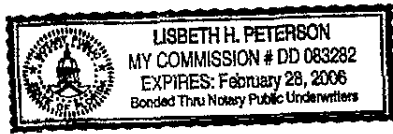
Having been named as Registered Agent for **Plants of Distinction, Inc.**, at the registered office designated in the Articles of Incorporation the undersigned hereby accepts the designation of Registered Agent.

  
MARK M. WALL, ESQ.

STATE OF FLORIDA §  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARK M. WALL, who is personally known to me and who did take an oath. He, who after first being duly sworn, deposes and says that he has read the foregoing **Consent of Registered Agent** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this 19th day of February, 2003.



Lisbeth H. Peterson  
Notary Public  
Commission No.

\_\_\_\_\_  
(Name of Notary typed, printed or stamped)

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TALLAHASSEE FLORIDA