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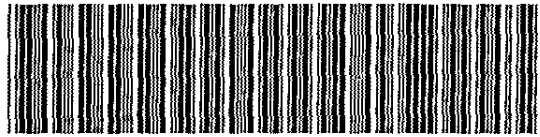
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02/13/04--01056--010 \*\*78.75

**EFFECTIVE DATE**

*2-13-04*

FILED  
04 FEB 13 PM 3:22  
SECRET  
TALLAHASSEE, FLORIDA

*2004-7164*

*DB 418*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 19, 2004

NIVIA GREEN  
R & N GREEN  
10800 BISCAYNE BLVD., STE. 610  
MIAMI, FL 33161

SUBJECT: GREEN, INC.  
Ref. Number: W04000007164

We have received your document for GREEN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 304A00011426

**NIVIA GREEN**

**10800 Biscayne Boulevard, #610, Miami, Florida \* Phone (954) 536-3279**

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April 16, 2004

Ms. Doris Brown  
Document Specialist  
New Filings Section  
Florida Department of Revenue  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Dear Ms. Brown:

In response to your letter of February 19, 2004, enclosed please find new articles of incorporation for Green, Inc. The name has been modified to GREEN SMALL CORPORATION.

If possible, we would like for the effective date to remain February 12, 2004, should it be necessary to change the effective date we would like to request March 21, 2004.

We sent a check in the amount of \$78.75 with the original filing of these articles of incorporation which was retained by your office.

Thank you for your attention and consideration in this matter.

Very truly yours,



Nivia Green

ARTICLES OF INCORPORATION  
OF  
GREEN SMALL CORPORATION

FILED  
04 FEB 13 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
2-12-04

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be GREEN SMALL CORPORATION.

ARTICLE II

This Corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 1000 shares of common stock, \$.01 par value.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is Nivia Green and the principal address and registered office address of this Corporation is 10800 Biscayne Boulevard, Suite 610, Miami, Florida 33161.

ARTICLE V

This Corporation shall have two (2) Directors initially. The number of directors may be increased or decreased from time to time by a vote of a majority of the Shareholders, but shall never be less than one. The name and address of each initial director is:

Russell B. Green  
10800 Biscayne Boulevard, Suite 610  
Miami, Florida 33161

Nivia Green  
10800 Biscayne Boulevard, Suite 610  
Miami, Florida 33161

#### ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of February 12, 2004.

#### ARTICLE VII

The name and street address of the incorporator is Nivia Green, 10800 Biscayne Boulevard, Suite 610, Miami, Florida 33161.

#### ARTICLE VIII

1. The Board of Directors shall adopt the initial bylaws of this Corporation. The bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders, nor may the Directors adopt bylaws that would be in conflict with the bylaws adopted by the Shareholders.

2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit to the heirs, executors and administrators of any such Director or Officer.

4. A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote by the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. A Director interested in the contract or transaction that is present may participate in the meeting and may be counted for quorum purposes. Additionally, no Director or Officer shall be liable to account to the Corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by laws.

#### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the Shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 16th day of April, 2004 executed these Articles of Incorporation.

  
Nivia Green

STATE OF FLORIDA            }  
  } SS  
COUNTY OF MIAMI-DADE    }

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 2004 by Nivia Green, ✓ who is personally known to me or      who has produced                      as identification.

Commission Stamp:



Douglas Isenberg  
My Commission DD207154  
Expires April 30, 2007  
Notary Public, State of Florida  
Print name:                     

IN WITNESS WHEREOF, I, the undersigned, being the original registered agent for the Corporation hereinabove named, do hereby accept the appointment as registered agent for said Corporation and hereunto set my hand and/or seal this 16<sup>th</sup> day of April, 2004.

Nivia Green  
Nivia Green


FILED  
04 FEB 13 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA            }  
  } SS  
COUNTY OF MIAMI-DADE    }

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Expires April 30, 2007