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FLORIDA PROFIT CORPORATION OR P.A.

nursery elegua III, inc.

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**ARTICLES OF INCORPORATION**

**OF**

**NURSERY ELEGUA III, INC.**

The undersigned Subscriber desiring to form a corporation in the State of Florida, hereby makes, signs, and subscribes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **NURSERY ELEGUA III, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: For the purpose of sales and acquisitions.

To conduct business in, have one or more offices in, and hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property; or other instruments to secure the payment of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other

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state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers and conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and object shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms or individuals.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation authorized to have outstanding at any time is Sixty (60) Shares of common stock, having a nominal or par value of \$1.00 per share.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

**ARTICLE VI - ADDRESS**

The initial office address is hereby designated to be 15755 SW 177 Avenue, Miami-Dade County, Florida 33187. The Corporation may change its office address or registered agent pursuant to the provisions of Section 607.037 Florida Statutes.

**ARTICLE VII - REGISTERED AGENT**

The registered agent of the Corporation shall be Carmen Rojas, 15755 SW 177 Avenue, Miami, Florida 33187.

**ARTICLE VIII - MANAGEMENT BY SHAREHOLDERS**

The Corporation shall be a close Corporation within the meaning of, and governed by, the Florida Close Corporation Article. The business of the Corporation shall be managed by its shareholders pursuant to Section 608.72 of the Florida Statutes, and there shall be no director.

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporator or the corporation's subscriber to this certificate of incorporation is: of 15755 SW 177 Avenue, Miami, Florida 33187.

**ARTICLE X - OFFICERS**

The number of officers constituting the initial officers of the corporation shall be two. The number of officers may be increased or decreased from time to time by the By-Laws adopted by the stockholders. The names and addresses of the individuals serving as the initial officers are:

Carmen Rojas

President, Treasurer  
Vice-President, Secretary

**ARTICLE XI - INDEMNIFICATION**

Every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, imposed upon and reasonably incurred by him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being having an Officer at the time such expenses and liabilities are imposed or incurred, except such cases in which the Officer seeking indemnification is adjudged guilty or willful misconduct or gross negligence, provided that if any claim for reimbursement or indemnification hereunder is based upon a settlement by the Officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Management by Shareholders approves such settlement as being in the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such Officer may be entitled.

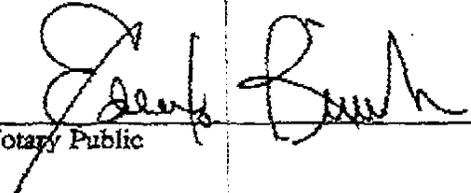
**ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the Management of Shareholders, proposed by them to the Stockholder, and approved at a Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the officers and stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the Subscriber hereto set his hand and seal this 20 day  
of August, 2004.

  
CARMEN ROJAS  
Incorporator

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have  
executed these Articles of Incorporation at Miami, Florida on this 20 day of  
August, 2004.

  
Notary Public

