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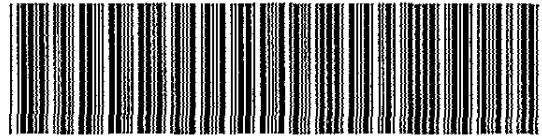
(Business Entity Name)

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07 FEB 28 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO WHOM IT MAY CONCERN:

PLEASE SEND ALL CORRESPONDENCE TO THE ADDRESS BELOW.

D & S TROPICAL PLANTS, INC.
C/O LAURIE DENTON
P.O. BOX 88
ASTATULA, FL. 34705

THANKYOU,


LAURIE DENTON

**ARTICLES OF INCORPORATION
OF
D & S TROPICAL PLANTS, INC.,**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is D & S TROPICAL PLANTS, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue Seven Thousand, Five Hundred (7,500) shares at One Dollar (\$1.00) par value common stock which shall be designated as the "Common Shares."

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI
PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of the corporation is 14420 CR. 48, Astatula, Florida 34705. The initial registered office of this corporation is 14420 CR. 48, Astatula, Florida 34705, and the name of the initial registered agent of this corporation at that address is Laurie Ann Denton.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (1) Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the members of the initial Board of Directors of the corporation are:

<u>Names</u>	<u>Addresses</u>
Laurie Ann Denton	14420 CR. 48, Astatula, Florida 34705

ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator signing these Articles is Laurie Ann Denton, whose address is 14420 CR. 48, Astatula, Florida 34705.

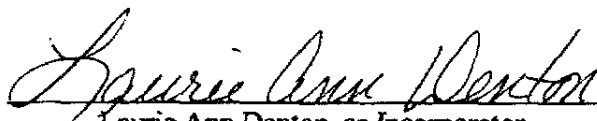
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the corporation to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 17th day of February, 2007.


Laurie Ann Denton, as Incorporator

STATE OF FLORIDA) *ifk*

) SS.:

COUNTY OF SEMINOLE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Laurie Ann Denton, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 17th day of February, 2007.

Sandy Mackhanlall
Notary Public

SANDY MACKHANLALL
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD190338
EXPIRES 03/08/2007
BONDED THRU 1-888-NOTARY1

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that D & S TROPICAL PLANTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 14420 CR. 48, Astatula, Florida 34705, has named Laurie Ann Denton, located at 14420 CR. 48, Astatula, Florida 34705, as its agent to accept service of process within the State of Florida.

DATED this 17th day of February, 2007.


Laurie Ann Denton, as Director

Having been named the agent to accept service of process for the above 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 performance of my duties.


Laurie Ann Denton, as Registered Agent

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TALLAHASSEE, FLORIDA