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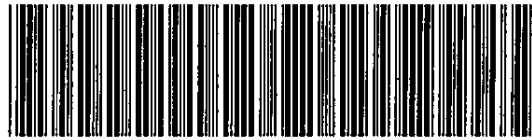
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: MR. AND MRS. PLANT NURSERY OF THE KEYS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: E. PATRICK HEENEY  
Name (Printed or typed)

4781 N. CONGRESS AVE., #205  
Address

BOYNTON BEACH, FL 33426  
City, State & Zip

305-896-3333  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION

OF

MR. AND MRS. PLANT NURSERY OF THE KEYS, INC.

FILED  
07 APR 16 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is MR. AND MRS. PLANT NURSERY OF THE KEYS, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 4781 N. Congress Ave., #205, Boynton Beach, FL 33426. The name of the Corporation's initial registered agent is E. Patrick Heeney.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

E. Patrick Heeney  
4781 N. Congress Ave., #205, Boynton Beach, FL 33426

E. Patrick Heeney 4781 N. Congress Ave., #205,  
Boynton Beach, FL 33426

The initial director(s) may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is E. Patrick Heeney.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and

enforceable upon any transferee or successor of any party to such agreement.

Dated this 3rd day of March, 2007.

*E. Patrick Heeney*

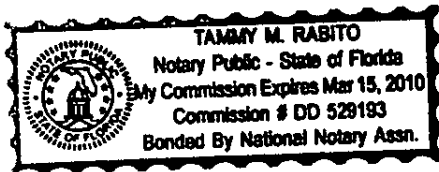
E. Patrick Heeney, Incorporator

STATE OF FLORIDA )

COUNTY OF Monroe )

ss.

The foregoing instrument was acknowledged before me this day of 13<sup>th</sup> April, 2007, by \_\_\_\_\_ (name of person acknowledged) \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ (type of identification) \_\_\_\_\_ as identification and who did (did not) take an oath.



*Tammy M. Rabito*  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That MR. AND MRS. PLANT NURSERY OF THE KEYS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 4781 N. Congress Ave., #205, Boynton Beach, FL 33426, has named E. Patrick Heeney located at 4781 N. Congress Ave., #205, Boynton Beach, FL 33426, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.

  
E. Patrick Heeney

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CLERK OF COURT  
TALLAHASSEE, FLORIDA