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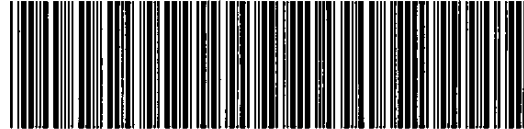
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 SEP 10 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 11 2007

LAZARUS

CORPORATE FILING SERVICE

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SUNSET GARDEN NURSERY, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 SEP 10 AM 11:49

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

September 7, 2007

LAZARUS

SUBJECT: SUNSET GARDEN NURSERY, INC.
Ref. Number: W07000044279

We have received your document for SUNSET GARDEN NURSERY, 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):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the corrected 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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 607A00053303

FILED

2007 SEP 10 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE ONE

NAME

The name and address of this Corporation is:

SUNSET GARDEN NURSERY, INC.

6816 SW 725TH AVENUE
MIAMI, FLORIDA 33183

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State for the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this corporation shall be known as Common Stock.

B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 750 shares.

C. Par Value. Each share of Common Stock shall have the par value of \$10.00.

D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE
INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Principal Registered Office of this corporation is: ~~6816 SW 125~~
~~AVENUE~~, Miami, Florida, ~~33183~~, and the name of the Initial Registered Agent of this corporation at that address is: **CARLOS RODRIGUEZ**.

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

This corporation shall have initially one Director. The number of Directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial Director and Incorporator/Subscriber of this corporation is:

CARLOS RODRIGUEZ
Director/Subscriber/Incorporator

~~6816 SW 125~~ AVENUE
Miami, Florida ~~33183~~

ARTICLE SEVEN
BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

ARTICLE EIGHT
SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a **majority** of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE NINE
SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

ARTICLE TEN
COMPENSATION

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

ARTICLE ELEVEN
NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

ARTICLE TWELVE
DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a all of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE THIRTEEN
INDEMNIFICATION

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

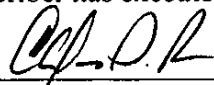
ARTICLE FOURTEEN
DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE FIFTEEN
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of September, 2007.

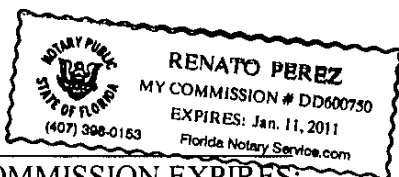


Incorporator and Subscriber
CARLOS RODRIGUEZ

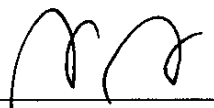
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **CARLOS RODRIGUEZ**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who produced: N/A, and who (did/did not) take an oath, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4 day of September, 2007.



MY COMMISSION EXPIRES:



NOTARY PUBLIC, State of Florida
at Large

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That **SUNSET GARDEN NURSERY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named **CARLOS RODRIGUEZ** located at: 6876 SW 125 AVENUE, Miami, Florida 33143 City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent) Having been named to accept service of process on the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____


CARLOS RODRIGUEZ
(Registered Agent)