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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
*farm*  
C & L NURSERIES, INC.

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Florida Dept of State



December 19, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: C & L NURSERIES, INC.  
REF: W07000061180

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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

The document number of the name conflict is P06000104069.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
C & L FARM NURSERIES, INC.

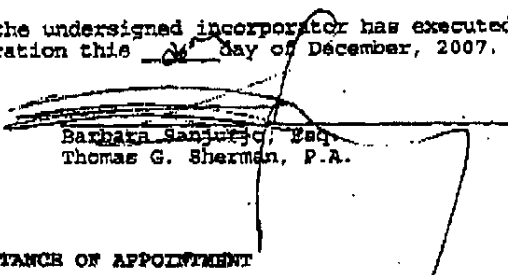
The undersigned incorporator for purposes of forming a professional corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is: C & L FARM NURSERIES, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 20256 Old Cutler Road, Miami, Florida 33189.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The name and street address of the initial registered office of the Corporation is: Thomas G. Sherman, Esq. of THOMAS G. SHERMAN, P.A., 90 Almeria Avenue, Coral Gables, FL 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Barbara Sanjurjo, Esq. of THOMAS G. SHERMAN, P.A., 90 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of the Corporation are:
- Carlos Rodriguez  
20256 Old Cutler Road  
Miami, Florida 33189
- Luis Rubalcabal  
20256 Old Cutler Road  
Miami, Florida 33189
- EIGHTH:** The Corporation shall have two officers initially and the number of officers may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial officers of the Corporation are:
- Carlos Rodriguez, President  
20256 Old Cutler Road  
Miami, Florida 33189
- Luis Rubalcabal, Vice-President  
20256 Old Cutler Road  
Miami, Florida 33189
- NINTH:** The corporate existence of the Corporation shall commence on the date of filing with the Secretary of state.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of December, 2007.

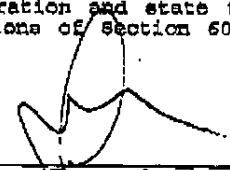
  
Barbara Sanjurjo, Esq.  
Thomas G. Sherman, P.A.

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
Print Name: Thomas G. Sherman, Esq.  
THOMAS G. SHERMAN, P.A.

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