

WALTER E. AYE

**WALTER EDWARDS AYE
PROFESSIONAL ASSOCIATION**
610 WEST AZEELE
TAMPA FLORIDA 33606

PHONE 813-221-2112
FAX 813-254-4799

December 20, 1994

P95000000326

Division of Corporations
SECRETARY OF STATE
409 E. Gaines Street
Tallahassee, FL 32399

VIA AIRBORNE EXPRESS

Re: LIVING PLANTS, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Living Plants, Inc. along with our draft for \$122.50 for the filing fees. Please issue a Charter for Living Plants, Inc.

Thank you very much for your cooperation.

Sincerely,
Walter Edwards Aye
Professional Association

By: 
Walter E. Aye, Esquire

WEA/dyb
Enclosures (2)
cc: Mr. Mark House

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 23, 1994

WALTER E. AYE, ESQ.
610 W. AZEELE
TAMPA, FL 33606

SUBJECT: LIVING PLANTS, INC.
Ref. Number: W94000027185

We have received your document for LIVING PLANTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

Please return 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 (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 694A00054241

WALTER E. AYE

**WALTER EDWARDS AYE
PROFESSIONAL ASSOCIATION**
610 WEST AZEELE
TAMPA FLORIDA 33606

PHONE 813-221-2112
FAX 813-254-4799

December 27, 1994

Ms. Brendolyn Bruton, Corp. Specialist
Division of Corporations
SECRETARY OF STATE
P.O. Box 6327
Tallahassee, FL 32314

Re: LIVING PLANTS, INC.
Ref. No. W94000027185

Dear Ms. Bruton:

Enclosed please find our signed check along with a copy of your letter and our original documents for filing.

Thank you very much for your cooperation.

Sincerely,
Walter Edwards Aye
Professional Association

By: 
Walter E. Aye, Esquire

*Signed in his absence to avoid
delay*

WEA 
Enclosures (3)

ARTICLES OF INCORPORATION
OF
LIVING PLANTS, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation to form a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

Living Plants, Inc.
c/o PowerHouse Carpet Systems, Inc.
3005 - 4th Avenue East
Tampa, Florida 33605

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TALLAHASSEE, FLORIDA

ARTICLE II
BUSINESS AND PURPOSES

The general purposes for which this corporation is organized is to conduct any and all business activities permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be \$1,000.00 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE IV
EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 610 W. Azeele Street, Tampa, FL 33606 and the initial registered agent of this corporation at such office shall be Walter E. Aye.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

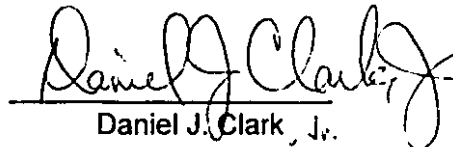
The initial Board of Directors shall consist of one member, such member to hold office until his successors have been duly elected and qualified. The name and address of the initial director is:

Daniel J. Clark
3005 - 4th Avenue East
Tampa, Florida 33605

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is: Living Plants, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Daniel J. Clark, Jr.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 20th day of December, 1994, personally appeared Daniel J. Clark to me well known to be the person described in or who has shown some sort of identification and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Diana Y. Baker
NOTARY PUBLIC

My Commission Expires:



OFFICIAL SEAL
DIANA Y. BAKER
My Commission Expires
July 9, 1996
Comm. No. CC 213666

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

I, **WALTER E. AYE**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agree and consent to act in that capacity.

Walter E. Aye
Walter E. Aye

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