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(((H95000000359))) PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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25 JAN 10 PM 5:44
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TALLAHASSEE FLORIDA

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TO
DIV CORP ELT FI
P.18

JAN-10-1995 13:33 FROM EMPIRE

FILED
JUL 12 1995
CLERK OF COURT
JAN 10 1995

ARTICLES OF INCORPORATION
OF
PLANTROPICS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is PLANTROPICS, INC.
2. **Duration.** The period of duration is perpetual.
3. **Purpose.** The purpose is to sale and service plants, and to engage in any activities or businesses permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares, all of one class, at \$.01 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Stanley E. Johnson, Jr.
1444 Biscayne Boulevard, Suite 220
Miami, Florida 33132

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Lisa Buonanotte
17099 Ryton Lane
Boca Raton, FL 33496

7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Lisa Buonanotte
17099 Ryton Lane
Boca Raton, 33496

Document Prepared by:
STANLEY E. JOHNSON, JR., ESQ.
1444 Biscayne Boulevard
Suite 220
Miami, Florida 33132
Tel. (305) 372-2797
Florida Bar No. 472395

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Articles of Incorporation
Page 2

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Lisa Buonanno
17099 Ryton Lane
Boca Raton, 33496

9. **Amendment of Articles.** 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

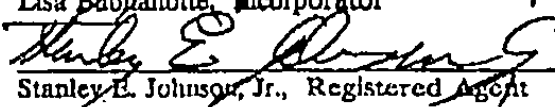
10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of Jan., 1995.


Lisa Buonanno, Incorporator


Stanley E. Johnson, Jr., Registered Agent

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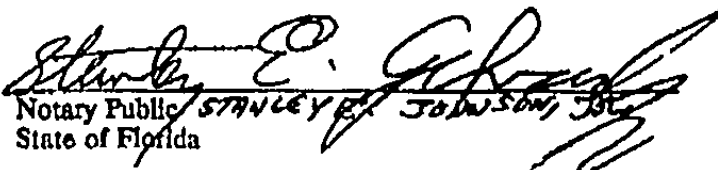
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STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority personally appeared Lisa Buonanotte, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of JANUARY, 1995.


Notary Public, STANLEY E. JOHNSON, JR.
State of Florida

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 27, 1996
BONDED THRU HUCKLEBERRY & ASSOCIATES

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STATE OF FLORIDA
COUNTY OF DADE

The undersigned being the duly elected and acting Director/President for PLANTROPICS, INC. does on behalf of PLANTROPICS, INC. certify that she is familiar with and accepts the duties and responsibilities of Director/President for PLANTROPICS, INC.

By: *Lisa Buonanotte*
NAME: Lisa Buonanotte
TITLE: Director/President

STATE OF FLORIDA)
COUNTY OF DADE)

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The foregoing instrument was acknowledged before me this 10 day of JUN 1995 by Lisa Buonanotte, who has produced _____ as identification for PLANTROPICS, INC. or 1 is personally known by me.

Stanley E. Johnson, Jr.
Name: STANLEY E. JOHNSON, JR.
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 27, 1995
FORBES KING HUGHES & ASSOCIATES

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Articles of Incorporation
Page 5

FILED
JAN 10 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

The undersigned being the duly elected and acting Register Agent for
PLANTROPICS, INC. does on behalf of PLANTROPICS, INC. certify that he is familiar
with and accepts the duties and responsibilities as Register Agent for PLANTROPICS, INC.

By: Stanley E. Johnson, Jr.
Name: Stanley E. Johnson, Jr.
Title: Register Agent.

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day
of January, 1995 by Stanley E. Johnson, Jr., who has produced
_____ as identification for PLANTROPICS, INC. or _____
is personally known by me.



JOHNNY BROWDY is
My Commission CG344422
Expires Feb. 08, 1998
Bonded by HAI
800-432-1090

Johnny Browdy, III
Name: _____
Notary Public.
JOHNNY BROWDY, III

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

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MERGING:

INTEGRA ACQUISITION CORP., a FL Corp., #P95000022484

INTO

INTEGRACARE, INC., a Florida corporation, S87245

File date: August 25, 1995

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 122.50