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May 30, 1995

PARKWAY PROFESSIONAL BUILDING  
9151 MIRAMAR PARKWAY, SUITE 101  
MIAMI, FLORIDA 33083  
HARNETT BANK BUILDING AT WESTON  
1425 NORTH COMMERCE PARKWAY, SUITE 220  
FORT LAUDERDALE, FLORIDA 33326

PLEASE REPLY TO:

**Weston**

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

Re: PAYCO NURSERY, INC.

Dear Sir:

I enclose Articles of Incorporation for the above-referenced corporation. I also enclose a check in the amount of \$70.00 for filing said Articles. Please return certification of filing to my office in the envelope provided. If you have any questions, please feel free to contact me.

Very truly yours,



EDWARD PAUL KREILING

EPK:lm

Enc.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

6/12/95  
RECEIVED  
TALLAHASSEE, FLORIDA  
JUN 13 1995  
6/12/95

ARTICLES OF INCORPORATION  
OF  
PAYCO NURSERY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PAYCO NURSERY, INC.

The address of the principal office of this corporation shall be 8820 N. Bermuda Drive, Miramar, Florida 33025, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1625 N. Commerce Parkway, Suite 225, Ft.

Lauderdale, Florida 33326, and the name of the initial registered agent of the corporation at that address is Edward Paul Kreiling.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The names and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Elliot J.Covo  
Dir./Pres./Treas./Secy.

8820 N. Bermuda Drive  
Miramar, Florida 33025

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Edward Paul Kreiling  
1625 N. Commerce Parkway, Suite 225  
Ft. Lauderdale, Florida 33326

IN WITNESS WHEREOF, the undersigned agent has hereunto set his  
hand and seal on May 30, 1995.



ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Edward Paul Kroilling, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

