

P95000 46346

Roemy Waisman

ATTORNEY AT LAW

2250 LUCIEN WAY, SUITE 100
MARTLAND, FLORIDA 32751

(407) 539-0536
FAX (407) 539-0540

June 8, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Evergreen Botanicals, Inc.

000001510730
-06/12/95--01027-002
****122.50 ****122.50

Dear Sir:

Enclosed for filing please find the original Articles of Incorporation of Evergreen Botanicals, Inc., together with an additional executed copy thereof for certification. Also included herein is a check in the amount of \$122.50 for the filing fee and Registered Agent fee (\$70.00) and certified copy fee (\$52.50).

Please return the certificate of filing and certified copy of the Articles of Incorporation to my office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

Roemy Waisman

ROEMY WAISMAN
RW/rl
Enclosures

FILED
1995 JUN 12 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER JUN 15 1995

ARTICLES OF INCORPORATION
OF
EVERGREEN BOTANICALS, INC.

FILED
1995 JUN 12 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of EVERGREEN BOTANICALS, INC.

ARTICLE I

(NAME)

The name of the corporation is EVERGREEN BOTANICALS, INC.

ARTICLE II

(DURATION)

The period of the corporation's duration is perpetual.

ARTICLE III

(PURPOSE)

The purpose of the corporation is to establish, maintain and operate a nursery/plant brokerage and to engage in other activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

(CAPITAL STOCK)

The corporation is authorized to issue five hundred (500) shares of common stock at \$1.00 per share par value.

ARTICLE V

(INITIAL REGISTERED AGENT AND OFFICE)

The name and address of the initial Registered Agent and office of the corporation is as follows:

REGISTERED AGENT:	BRET D. KEIFFER 1777 Woodbury Court North Apopka, Florida 32712
INITIAL OFFICE:	1777 Woodbury Court North Apopka, Florida 32712

The mailing address of the corporation is Post Office Box 582, Apopka, Florida 32704.

ARTICLE VI

(INITIAL BOARD OF DIRECTORS)

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law.

The names and addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
BRET D. KEIFFER	1777 Woodbury Court North Apopka, Florida 32712
PEGGY L. KEIFFER	1777 Woodbury Court North Apopka, Florida 32712

ARTICLE VII
(INCORPORATORS)

The names and addresses of the Incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
BRET D. KEIFFER	1777 Woodbury Court North Apopka, Florida 32712
PEGGY L. KEIFFER	1777 Woodbury Court North Apopka, Florida 32712

ARTICLE VIII
(AMENDMENT OF ARTICLES)

The 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.

ARTICLE IX
(ASSIGNMENT OF STOCK)

No shareholder of the corporation may assign or sell shares in contravention of any provision in the By-Laws or Shareholders' Agreement of the corporation.


ARTICLE X
(INDEMNIFICATION)

The corporation may be empowered to indemnify any officer or

director or any former officer or director in the manner set out and provided for in the By-Laws of the corporation and pursuant to Section 607.014, Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 8 day of June, 1995.

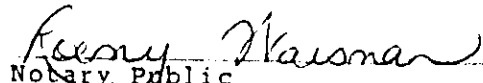

BRET D. KEIFFER, Incorporator

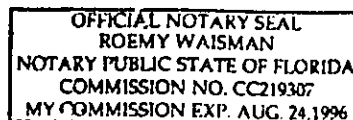

PEGGY L. KEIFFER, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

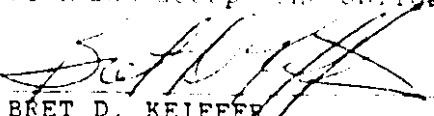
The foregoing instrument was acknowledged before me this 8th day of June, 1995, by BRET D. KEIFFER and PEGGY L. KEIFFER, who are personally known to me or who have produced Florida Driver's License Number K160-064-60-028-0 and Florida Driver's License Number K160-672-58-597 as identification and who did not take an oath, and who acknowledged before me that they executed such instrument.


Notary Public
Name: Roemy Waisman
My Commission Expires:



ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.


BRET D. KEIFFER
Registered Agent

June 5, 1995
Date

FILED

1995 JUN 12 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA