

11600 DISCAYNE BOULEVARD  
SUITE 700  
NORTH MIAMI FLORIDA 33181

LAW OFFICES  
FRIEDMAN AND ASSOCIATES, P.A.

(305) 801-0052 (DAD)  
(305) 523-1202 (BROWARD)  
(305) 805-0276 (FAH)

September 15, 1995

Department of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: SANDMAN NURSERIES, INC.

TO WHOM IT MAY CONCERN:

Enclosed please find the following documents regarding the above-styled matter:

1. Original and Copy of Articles of Incorporation;
2. Check in the amount of \$122.50 for filing fee.

Please return a certified copy of the Articles to the undersigned at your earliest convenience.

Thank you very much.

Very truly yours,

*Sanford A. Freedman (fu)*  
SANFORD A. FREEDMAN  
For the firm

SAF/low  
encl:

F. CHESSEY SEP 19 1995

ARTICLES OF INCORPORATION  
OF  
SANDMAN NURSERIES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE ONE: NAME

The name of the corporation is:  
SANDMAN NURSERIES, INC.

ARTICLE TWO: NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. 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.

B. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and

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SECRETARY OF STATE  
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personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description;

C. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description;

D. To act as agent, broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property and loans and all interest in and claims affecting same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary to or incidental or proper to the exercise of any or all

purposes of the corporation.

E. To subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

F. To acquire, hold, undertake and full exploit the good will, property, rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

G. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs without limit as to amount, to incur debt and to raise borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of

indebtedness of all kinds, whether secured by mortgage pledge, deed of trust or otherwise.

II. In any manner to acquire, enjoy utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

I. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several States, Territories, Possessions and Dependencies of the United States, the District of Columbia and in any and all foreign countries.

J. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, lease options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

K. To engage in and carry on any advertising business in connection with property of any nature owned, leased or otherwise acquired by this corporation as principal or agent, with powers to let contracts for any such advertising and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

L. To do any and all things and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any Amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

#### ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$.10 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is FIVE HUNDRED and NO/100 (\$500.00) DOLLARS.

ARTICLE FIVE: TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE SIX: ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 11900 Biscayne Boulevard, Suite 780, North Miami, Florida 33181, and the Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE SEVEN: DIRECTORS

The corporation shall have not less than one nor more than nine Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders.

ARTICLE EIGHT: SUBSCRIBERS

The names, addresses and the number of shares subscribed for by each subscriber of these Articles of Incorporation is:

SANFORD A. FREEDMAN, President  
11900 Biscayne Boulevard  
Suite 780  
North Miami, Florida 33181

ARTICLE NINE: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The Directors of this

corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

#### ARTICLE TEN: AGREEMENTS

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation and when any agreement is made between stockholders owning at least Seventy-Five (75%) Percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the Directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of Directors and in particular, stockholders may include in the agreements between themselves the following valid matters of agreement, to wit:

- A. The manner and method in which the persons by whom Directors may be elected;
- B. Any limitation upon the transferability or assignment of the stock;
- C. The conferring of pre-emptive rights of purchase upon stockholders on conditions precedent to the sale of any other stocks;
- D. Any matter relating to effectuating the purposes included in any of the foregoing matters.



Agreements between stockholders shall continue binding upon the corporation until there is filed with each officer of corporation, a written instrument signed by the persons who originally created such stockholders' agreements (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE ELEVEN: REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Suite 780, North Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is ALAN S. NEUFELD.

IN WITNESS WHEREOF, I, SANFORD A. FREEDMAN, the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts herein stated are true, and do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 15th day September, 1995.

  
SANFORD A. FREEDMAN, President

STATE OF FLORIDA  
COUNTY OF DADE      SS:

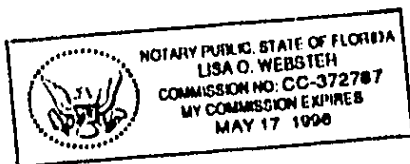
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared SANFORD A. FREEDMAN, to me known to be the persons described as

subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Miami, Dade County, Florida, this 15th day of September, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



CERTIFICATE OF DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that SANDMAN NURSERIES, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of North Miami, County of Dade, State of Florida, has named ALAN S. NEUFELD located at 11900 Biscayne Boulevard, Suite 780, City of North Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Resident Agent:

ALAN S. NEUFELD

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