

**996000001935**  
**PLANTATION SPICE GROWERS**

SPECIALIZING IN:

- CULINARY HERBS •
- FLOWERING TROPICALS & VINES •
- STANDARD HIBISCUS •

Charles Smolony  
President

P.O. Box 204  
Goulds, Fla. 33170  
(305) 257-2306  
(305) 257-5959 (Fax)

December 21, 1995

Division of Corporations  
New Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Filing of Articles of Incorporation on Elite Tropicals, Inc.

Dear Sir or Madam,

Enclosed please find a check in the amount of \$122.50, an original and one copy of Articles of Incorporation on Elite Tropicals, Inc. to be filed with the State of Florida. I have also enclosed a self addressed stamped envelope for return of one copy for our records.

Please call me at (800)704-5272 if you have any questions.

Sincerely,

*Beth M. Guinand*

Beth M. Guinand  
Secretary

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-01/02/96--01115--016  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 JAN -2 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER JAN 8 1996

**ARTICLES OF INCORPORATION  
OF  
ELITE TROPICALS, INC.**

**FILED**  
96 JAN 2 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BY THESE ARTICLES OF INCORPORATION** the incorporator forms a corporation for profit under Florida law.

**ARTICLE I**

The name of the corporation shall be Elite Tropicals, Inc. hereinafter referred to as the Corporation. The principal and main mailing address is as follows:

8750 156 COURT S.  
DELRAY BEACH, FLORIDA 33446

**ARTICLE II**

The duration of this corporation shall be that it exist perpetually.

**ARTICLE III**

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

- A) To grow, propagate, purchase, distribute and market ornamental tropical plants.
- B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.
- C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.
- D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

I) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital Stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote and handle shares of stock in other corporation.

K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation,

whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

#### **ARTICLE IV**

The corporation is authorized to issue 1,000 shares of common stock at One Dollar (\$1.00) per share each, which shares shall be designated "Common Shares".

#### **ARTICLE V**

The initial registered agent for this corporation is Charles Smoleny and the initial registered office is 21650 S.W. 137th Avenue, Goulds Florida 33170.

#### **ARTICLE VI**

This corporation shall have four (4) directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

#### **ARTICLE VII**

The name and street address of each member of the first board of directors is:

Director (24%)	Charles J. Smoleny	P.O. Box 204 Goulds, Florida 33170
Director (26%)	Stormy A. Smoleny	P. O. Box 204 Goulds, Florida 33170
Director (26%)	Janice L. Brooks	6886 N.W. 82nd Terrace Parkland, Florida 33067
Director (24%)	Roger W. Brooks	6886 N.W. 82nd Terrace Parkland, Florida 33067

They shall hold office until the first annual meeting of stockholders.

#### **ARTICLE VIII**

The name and street address of the incorporator is:

Charles J. Smoleny  
P. O. Box 204  
Goulds, Florida 33170

ARTICLE IX

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 stock holders, and approved at a stockholders meeting by a majority of the stockholders entitles to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Dated this 21<sup>ST</sup> day of December, 1995.

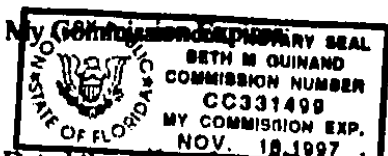
  
Charles J. Smolony, Director

  
Stormy A. Smolony, Director

STATE OF FLORIDA)

COUNTY OF DADE )

The foregoing instrument was acknowledged before me on the 21<sup>ST</sup> day of December, 1995, by Charles J. Smolony and Stormy Smolony, as President and Director, respectively of Elite Tropicals, Inc., who are personally known to me and who did not take an oath.



Dated this 21<sup>ST</sup> day of December, 1995.

  
Beth M. Guinand  
Notary Public, State of Florida at Large

  
Roger W. Brooks, Director

  
Janice L. Brooks, Director

STATE OF FLORIDA)

COUNTY OF DADE )

The foregoing instrument was acknowledged before me on the 21<sup>ST</sup> day of December, 1995, by Roger W. Brooks and Janice L. Brooks, Directors of Elite Tropicals, Inc., who are personally known to me, or who has produced \_\_\_\_\_ and who did (not) take an oath.

My Commission Expires:



EILEEN LEVIN  
My Commission CC312261  
Expires Aug. 31, 1997

  
Notary Print EILEEN LEVIN  
Notary Public, State of Florida at Large

**CONSENT OF REGISTERED AGENT**

**HAVING BEEN NAMED** as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
**CHARLES SMOLENY**

**FILED**  
96 JAN 2 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA