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1089 WEST MAGNOLIA STREET
LEEGBURG, FLORIDA 34748

December 29, 1995

EFFECTIVE DATE

1-1-96

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

Re: **Exotic Follage, Inc.**

Dear Sir:

800001677538
-01/03/96--01125--010
*****122.50 *****122.50

Please find enclosed Articles of Incorporation along with my check in the amount of \$122.50 to cover the cost of the filing fee.

Thank you for your attention to this matter.

Very Truly Yours,

J. Robert Duggan

J. Robert Duggan
Attorney At Law

JRD/kl

Enclosures

BT
1/9

EFFECTIVE DATE

1-1-96

ARTICLES OF INCORPORATION
OF
EXOTIC FOLIAGE, INC.

ARTICLE I. NAME

NAME: The name of this corporation is EXOTIC FOLIAGE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 1st day of January, 1996.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of the wholesaling of foliage and plants and transacting any and all other lawful business in the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and street address of the initial registered office of this corporation is 38124 Arlington Avenue, Lady Lake, Florida 32159 and the name of the

Initial registered agent of this corporation at that address is **VERNON R. GONEY**.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

VERNON R. GONEY
38124 Arlington Avenue
Lady Lake, Florida 32159

ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber signing these articles is:

VERNON R. GONEY
38124 Arlington Avenue
Lady Lake, Florida 32159

ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of Incorporation on the 29th day of December, 1995.

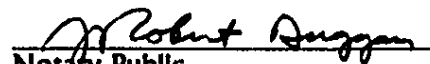

VERNON R. GONEY

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared VERNON R. GONEY, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of December, 1995.


Notary Public
J. Robert DUGGAN
Printed Name

My Commission Expires:

(SEAL)



J. ROBERT DUGGAN
MY COMMISSION # CC471281 EXPIRES
June 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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

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

First--That EXOTIC FOLIAGE, INC.
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the articles of
incorporation at City of LADY LAKE County
of LAKE, State of FLORIDA
has named VERNON R. GONEY
located at 38124 Arlington Avenue, Lady Lake, Florida 32159
(Street address and number of building,
Post Office Box address not acceptable)
City of LADY LAKE, County of LAKE
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at 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.

By Vernon R. Goney
VERNON R. GONEY
(Registered Agent)