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Law Office

J. STEPHEN CRAWFORD, CHARTERED

5129 CASTELLO DRIVE, SUITE 1  
NAPLES, FLORIDA 33940

Telephone (813) 261-8484  
Facsimile (813) 261-4849

RECEIVED  
TALLAHASSEE, FLORIDA  
JAN 24 1996  
EFFECTIVE DATE  
1-24-96

January 24, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RECEIVED TALLAHASSEE  
-01/30/96--01034--009  
\*\*\*\$122.50 \*\*\*\$122.50

Re: EMPP, INC.

SAMP, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for the above noted corporation, together with a check for \$122.50 to cover the costs of filing and one certified copy.

Sincerely,



J. Stephen Crawford

**ARTICLES OF INCORPORATION  
OF  
SAMPP, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name and Principal Office**

- 1.01.** The name of the corporation is SAMPP, Inc.
- 1.02.** The Principal office of the corporation is 2172 Trade Center Way, Naples, Florida 33942.
- 1.03.** The mailing address of the corporation is 2172 Trade Center Way, Naples, Florida 33942.

**ARTICLE II**

**Commencement and Duration**

- 2.01.** The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

**Purpose**

- 3.01.** The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

**Capital Stock**

- 4.01.** The corporation is authorized to issue one hundred (100) shares of capital stock of Ten Dollars (\$10.00) par value of a single class designated as *Common Stock*.
- 4.02.** Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.
- 4.03.** The shares of capital stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other

Articles of Incorporation of  
SAMPP, Inc.

property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefor has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

**ARTICLE V**  
**Preemptive Rights**

**5.01.** Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

**ARTICLE VI**  
**Board of Directors**

**6.01.** All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

**6.02.** Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

**6.03.** The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

**6.04.** The name and address of the initial director of the corporation are Shari A. Mathies of 2172 Trade Center Way, Naples, Florida 33942.

**ARTICLE VII**  
**Indemnification**

**7.01.** The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent now or hereafter permitted by law.

Articles of Incorporation of  
SAMPP, Inc.

**ARTICLE VIII**  
**Bylaws**

**8.01.** The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

**8.02.** The affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

**ARTICLE IX**  
**Amendment**

**9.01.** These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

**ARTICLE X**  
**Incorporator**

**10.01.** The name and address of the Incorporator executing these Articles of Incorporation is J. Stephen Crawford, 5129 Castello Drive, Suite 1, Naples, Florida 33940.

**ARTICLE XI**  
**Registered Office and Agent**

**11.01.** The street address of the initial registered office of the corporation is 5129 Castello Drive, Suite 1, Naples, Florida 33940., and the name of the initial Registered Agent of the corporation at that address is J. Stephen Crawford.

**IN WITNESS WHEREOF,** the undersigned executed these Articles of Incorporation on January 24, 1996.

  
J. Stephen Crawford (Seal)

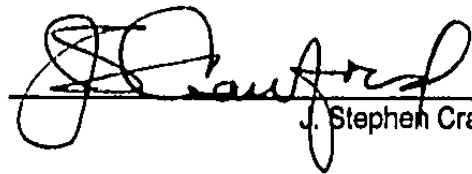
**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

**SAMPP, Inc.**

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

SAMPP, Inc., a corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 5129 Castello Drive, Suite 1, Naples, Florida 33940, has named J. Stephen Crawford as its Registered Agent to accept process within the State of Florida.

Having been named as registered agent of SAMPP, Inc., to accept service of process for the corporation at the place designated in this Certificate, I hereby accept appointment as the registered agent of the corporation and agree to act in that 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 for said corporation.

  
J. Stephen Crawford

Dated: January 24, 1996.

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
1-222-0101 FAX

800-342-8086

**CSC networks**  
PREMIER  
LEGAL & FINANCIAL SERVICES

RECEIVED  
APR 16 1996  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 919688 8305A

AUTHORIZATION :

COST LIMIT : \$ 35

*Patricia P. Pitts*

ORDER DATE : April 16, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 919688

400001782584

CUSTOMER NO: 8305A

CUSTOMER: J. Stephen Crawford, Esq  
J. Stephen Crawford, Esq  
Suite 1  
5129 Castello Drive  
Naples, FL 33940

DOMESTIC AMENDMENT FILING

NAME: SAMPP, INC.

FILED  
96 APR 16 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

*4/16*  
*Long*  
*Amel*  
*Chavez*

FILED

96 APR 16 PM 1:22

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF**

**SAMPP, INC.**

The undersigned, being the President and Secretary of SAMPP, Inc., a Florida corporation, acting pursuant to the provisions of §607.1006, Florida Statutes, hereby certify that the following resolution to amend the Articles of Incorporation was proposed by the Board of Directors and duly adopted by the Shareholders holding the Common Shares of the corporation, the only authorized, issued and outstanding shares of the corporation, and the number of votes cast were sufficient for adoption of the resolution, on February 5, 1996:

**RESOLVED**, that the name of the corporation be changed from  
*SAMPP, Inc. to Permanent Plants, Inc.*, and

**RESOLVED FURTHER**, that the appropriate officers of the  
corporation take all actions necessary to make such change  
effective.

In witness whereof, the undersigned have executed these Articles of Amendment on  
February 5, 1996.

  
Shari A. Mathies, President

  
Shari A. Mathies, Secretary