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Antonio A. Romeu  
Accounting - Taxes

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

February 7 1996.

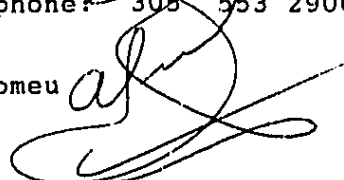
Department of State  
Division of corporations  
George Firestone # 409  
East Gaines Street  
Tallahassee, Florida 32399

subject: SONIA'S NURSERY INC.  
(proposed corporate name)

Enclosed is an original and (1) copy of the articles of incorporation and a check # 322 \$ 78.75 covering filing fee and certificate

from: Antonio A Romeu  
121 nW 85 PLace  
Miami florida 33126  
telephone: 305 553 2900

Antonio A Romeu



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FILED  
96 FEB -9 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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JR

**ARTICLES OF INCORPORATION  
OF SONIA'S NURSERY INC.**

**FILED**  
FEB - 9 1969  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is: **SONIA'S NURSERY INC.**

**ARTICLE II; DURATION**

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III; PURPOSE**

The purpose is in engage in any activities or business permitted under the laws of the United States and or the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of one dollar (\$ 1.00) per value common stock, which shall be designated "Common Shares".

**ARTICLE V. INIIAL REGISTERED OFFICE AND AGENT.**

The name and address of the initial registered agent and office is as follows:

**Antonio A. Romeu  
121 NW 85 Place  
Miami, Florida, 33126**

**ARTICLE VI. CORPORATION PRINCIPAL OFFICE.**

**The address of the Corporation principal office is:**

**2851 W OKEECHOBEE ROAD  
HIALEAH, FLORIDA, 33012**

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

**The Corporation shall have TWO Director (s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.**

**The name and address of the initial board of directors of this corporation are:**

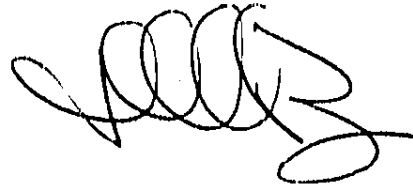
**FERNANDO HERNANDEZ  
2851 W OKEECHOBEE ROAD  
HIALEAH FLORIDA, 33012**

**SONIA VALDES HERNANDEZ  
2851 W OKEECHOBEE ROAD  
HIALEAH FLORIDA, 33012**

**ARTICLE VIII. INCORPORATION.**

**The name and address of the Incorporator signing these articles of incorporation are:**

FERNANDO HERNANDEZ  
2851 W OKEECHOBEE ROAD  
HIALEAH FLORIDA 33012



**ARTICLE IX. AMENDMENT OF ARTICLES.**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred on the shareholders subject to this reservation.

**ARTICLE X. PRE-EMPTIVE RIGHTS.**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XI. REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

**ARTICLE XII. INDEMNIFICATION.**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

**ARTICLE XIII. AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR EXECUTED THESE ARTICLES OF INCORPORATION THIS SEVEN OF FEBRUARY OF 1996.

BEFORE ME, The undersigned authority, personally appeared Fernando Hernandez To me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument. Sworn and subscribed before me on this February 7/96

Martha Lopez  
Notary Public,  
of Florida, my commission expires Feb 2/99

FILED  
96 FEB -9 PM 12:10  
SEAL OFFICE OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATED OF REGISTERED AGENT AND REGISTERED OFFICE.**

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent; in the state of Florida.

- 1.- The name of the corporation is: SONIA'S NURSERY INC.
- 2.- The name and address of the registered agent and office is:  
Antonio A. Romeu  
121 NW 85 Place  
Miami, Florida, 33126

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligation of my position as registered agent.

Antonio A. Romeu  
  
Date: Feb/7/96