

FLORIDA LAW CENTER, INC.

INDEPENDENT PARALEGAL SERVICES

SERVING DADE, BROWARD AND PALM BEACH COUNTIES

P96000030516

March 28, 1999

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 1 PM 3:12

Re: PLANET PLANTS, INC..

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, as referred above, together with a check for \$70.00.

This represents the cost of the Filing Fees, Articles of Incorporation and fee for registered Agent Designation.

Please stamp the extra copy and return at your earliest convenience to our mailing address.

Sincerely,



SALVATORE DAVIDE

Enclosure

4/8 96

ARTICLES OF INCORPORATION
of
PLANET PLANTS, INC

SECRET
DIVISION OF COLLECTIONS
96 APR - 1 PM 3:13

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation: PLANET PLANTS, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED (500) shares of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

TRACY D. KINSMAN
5815 POLK STREET
APT 3
HOLLYWOOD, FLORIDA 33021

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

JOEL SCOTT BOLLING
5815 POLK STREET
APT 3
HOLLYWOOD, FLORIDA 33021

TRACY D. KINSMAN
5815 POLK STREET
APT 3
HOLLYWOOD, FLORIDA 33021

ARTICLE VII - OFFICERS

The following individual shall hold office for the Corporation as designated below:

JOEL SCOTT BOLLING _____ PRESIDENT
TRACY D. KINSMAN _____ VICE PRESIDENT

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:


TRACY D. KINSMAN
5815 POLK STREET
APT 3
HOLLYWOOD, FLORIDA 33021

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

5815 POLK STREET
APT 3
HOLLYWOOD, FLORIDA 33021

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28TH day of MARCH, 1996.


TRACY D. KINSMAN

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

TRACY D. KINSMAN

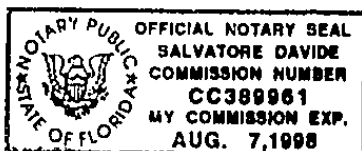
known to me and has provided the following identification

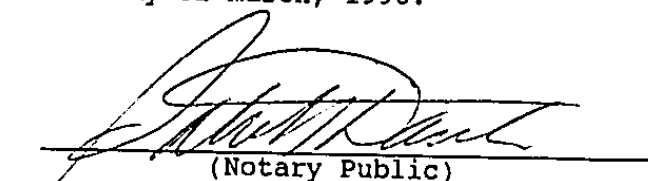
FLORIDA DRIVERS LICENSE K-525-800-66-507-0
(type of identification)

and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28th day of march, 1996.

My Commission expires:




(Notary Public)

SALVATORE G. DAVIDE

(Printed Name of Notary)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR -1 PM 3:13

CERTIFICATE OF REGISTERED AGENT
of
PLANET PLANTS, INC.

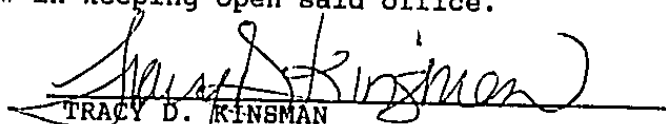
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

5815 POLK STREET
APT 3
HOLLYWOOD, FLORIDA 33021

named TRACY D. KINSMAN located at the aforesaid address, as Registered 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 provisions of Florida Law in keeping open said office.


TRACY D. KINSMAN
(registered agent)

The name and address of the Initial Registered Agent of this Corporation is:

TRACY D. KINSMAN
5815 POLK STREET
APT 3
HOLLYWOOD, FLORIDA 33021

MARCH 28, 1996