

**P96000037548**  
**LEWIS, VEGOSEN, ROSENBACH & SILBER, P.A.**  
ATTORNEYS AT LAW  
500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR  
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON  
GARY M. DUNKLE  
CYNTHIA J. JACKSON  
JOHN D. LIVITT  
MARSHALL J. OSOFSKY  
DEAN J. ROSENBACH \*  
JOHN R. SHEPPARD, JR.  
LOUIS M. SILBER \*  
SAMUEL A. THOMAS  
KENNETH A. TREADWELL  
DEAN VEGOSEN  
GARY WALK

April 25, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

EFFECTIVE DATE  
4-24-96

RE: Horto-Flora, Inc.

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. trust account check number 012155 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

*Sharon L. Wood*

Sharon L. Wood, secretary to  
Kenneth A. Treadwell

enclosures

cc: Eugene Caruso

MAILING ADDRESS:  
P.O. BOX 4388  
WEST PALM BEACH, FL 33402-4388

OF COUNSEL  
HOWARD BOHICK

TELEPHONE (407) 659-3300  
FAX: (407) 832-1991

\* Board Certified Civil Trial Lawyer

SH00001 T000000  
-04/23/96-01000-010  
\*\*\*122.50 \*\*\*122.50

FILED  
96 APR 26 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
2-24-96

ARTICLES OF INCORPORATION  
OF  
HORTO-FLORA, INC.

FILED  
JUN 20 1996  
CLERK OF DISTRICT COURT  
JUL 23 1996  
JUL 20 1996

ARTICLE I - NAME

The name of this corporation is HORTO-FLORA, INC.

ARTICLE II - PRINCIPAL ADDRESS

1800 South Ocean Blvd., Manalapan, Florida 33462

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws. The name and address of the initial Director of the Corporation is:

Eugene Caruso, 1800 South Ocean Blvd., Manalapan, FL 33462

ARTICLE VIII - INCORPORATOR

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

Kenneth A. Treadwell  
500 South Australian Avenue - 10th Floor  
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of April, 1996.

Kenneth A. Treadwell  
Kenneth A. Treadwell, Incorporator

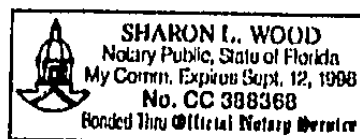
STATE OF FLORIDA        )  
                              ) SS.:  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, KENNETH A. TREADWELL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of April, 1996.

  
\_\_\_\_\_  
SHARON L. WOOD  
Notary Public

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST--THAT HORTO-FLORA, INC. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF MANALAPAN, STATE OF FLORIDA, HAS NAMED  
KENNETH A. TREADWELL LOCATED AT 500 SOUTH AUSTRALIAN AVENUE, 10TH  
FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth A. Treadwell  
Kenneth A. Treadwell

TITLE: Incorporator

DATE: April 24, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell  
Kenneth A. Treadwell,  
Registered Agent

DATE: April 24, 1996

3125.24\articles.inc

FILED  
96 APR 26 PM 12:20  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA