

CHARGE D, (ENTER YOUR OWN PASSWORD TO ABANDON THIS PROCESS, ENTER N°.

EV0006

DIVISION OF CORPORATIONS

12:54 PM

PUBLIC ACCESS SYSTEM

((H96000006387))

ELECTRONIC FILING COVER SHEET

DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

9-0000

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000006387))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: POTT'N SOIL CORPORATION

FAX AUDIT NUMBER: H96000006387

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/06/1996

TIME REQUESTED: 12:54:18

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000006387))

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
56 MAY -6 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/7

DIVISION OF CORPORATIONS

96 MAY -6 PM 3:04

RECEIVED

**CERTIFICATE OF INCORPORATION****OF****POTT'N SOIL CORPORATION**

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribed to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

**ARTICLES OF INCORPORATION****ARTICLE I.**

The name of this corporation shall be: POTT'N SOIL CORPORATION.

**ARTICLE II.**

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a). To engage in the business of manufacturing, distribution and sale of Plant's Natural (Abonos) including but not limited to the accessories needed for it, and all the supplies for its use in the market, whether wholesale or at the retail level, and/or decorative Plants and trees, and any other activity useful for its main purpose.

CARLOS M. MENDEZ, ESQ.  
Fla Bar No. 232221  
1800 West 49th St., #203  
Hialeah, Florida 33012  
Tel: (305) 885-5376

(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organize under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own

capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or Vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation as necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

### ARTICLE III.

The maximum number of shares of stock which this Corporation shall have outstanding at any time, shall be TWO HUNDRED (200) shares, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

### ARTICLE IV.

The initial registered office of the Corporation is: 113900 N.W. 112th Avenue Miami Florida 33016 and the initial registered agent at such address is: ABEL HERNANDEZ.

### ARTICLE V.

This corporation is to have perpetual existence.

### ARTICLE VI.

The initial Post Office Address of the principal office of this Corporation in the State of Florida is: 13900 N.W. 112th Avenue Miami Florida 33016.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

### ARTICLE VIII.

The name and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the year of its existence or until their successors are elected and qualified, are as follows:

ABEL HERNANDEZ	PRESIDENT & Director	13900 N.W. 112th Avenue MIAMI, FLORIDA 33016
JULIA SANCHEZ	Secretary/ Treasurer & Director	770 N.E. 2nd Place Hialeah, Florida 33010

### ARTICLE IX.

The names and Post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will

begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ABEL HERNANDEZ	13900 N.W. 112th Ave MIAMI, FLORIDA 33182	100	\$100.00
JULIA SANCHEZ	770 N.E. 2nd Place Hialeah, Florida 33010	100	\$100.00

### ARTICLE X.

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the Officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and Secretary; one or more of said officers may hold one or more offices.

### ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitle to vote thereon.

### ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:


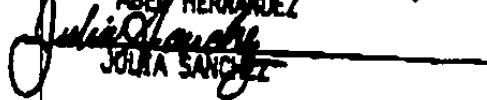
(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.


IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 6 day of May, 1996.

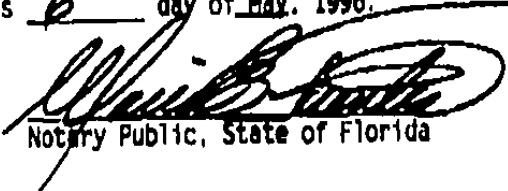
  
ABEL HERNANDEZ  
  
JULIA SANCHEZ

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared ABEL HERNANDEZ, and JULIA SANCHEZ, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Dade County, Florida, this 6 day of May, 1996.

My Commission  MARIA E. FUENTES  
COMMISSION # 00 487478  
EXPIRES NOV 17, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida


Personally known ☒ or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared ABEL HERNANDEZ, to me known to be the person described as the Registered Agent and Initial Registered Agent, as set forth in these Articles of Incorporation and he hereby accepts to act in this capacity and agrees to comply with the provisions of said Act.

  
ABEL HERNANDEZ  
(Registered Agent)

SWORN TO AND SUBSCRIBED before me on this 6 day of May, 1996.

My Commission  MARIA E. FUENTES  
COMMISSION # 00 487478  
EXPIRES NOV 17, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

FILED  
96 MAY - 6 PM 4:58  
CLERK OF DISTRICT COURT  
DADE COUNTY, FLORIDA