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ONE SOUTH EAST THIRD AVENUE  
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MORRIS ROSENBERG  
DONALD S. ROSENBERG  
JOSEPH B. REISMAN  
STEPHEN H. REISMAN  
GARY M. STEIN

TELEPHONE 358-2800  
AREA CODE 305  
TELECOPIER (305) 378-0320

May 9, 1996

VIA FEDEX

Secretary of State  
409 East Ganes Street  
Tallahassee, Florida 32301

Re: Articles of Incorporation  
Premier Foliage, Inc.

Ladies and Gentlemen:

Enclosed in duplicate are executed copies of the Articles of Incorporation for Premier Foliage, Inc., together with our check in the amount of \$122.50 to cover the cost of filing, Resident Agent fee and certified copy cost. Please file the enclosed Articles and certify the enclosed copy of the Articles and return the certified copy to the undersigned.

Thank you for your kind attention.

Very truly yours,

  
JOSEPH B. REISMAN

JBR/she  
Enclosures

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-05/13/96--01076--002  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SERIAL 10 MAY 10 1996  
TALLAHASSEE, FLORIDA

5/17/96  
JB

Articles of Incorporation  
OF  
PREMIER FOLIAGE, INC.

These Articles of Incorporation are executed by the undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the corporation shall be:  
PREMIER FOLIAGE, INC.

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

IV

The corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of TEN and NO/100 DOLLARS (\$10.00) and all of said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

This Instrument Prepared by:  
Joseph B. Reisman, Esquire  
Florida Bar No. 065886  
One S.E. Third Avenue  
Suite 2600  
Miami, Florida 33131  
(305) 358-2600

VI

The principal office and mailing address of the corporation shall be 18201 S.W. 216th Street, Miami, Florida 33170.

VII

The initial registered office of the corporation shall be located at One S.E. Third Avenue, Suite 2600, Miami, Florida 33131 and Joseph B. Reisman, shall be the registered agent of the corporation.

VIII

The name and address of the incorporator of the corporation and subscriber to these Articles of Incorporation is:

Joseph B. Reisman

One S.E. Third Avenue  
Suite 2600  
Miami, Florida 33131

IX

The number of Directors of the corporation shall be no less than one (1), the exact number to be determined by the By-Laws or by special vote of the stockholders.

X

The names and addresses of the first Board of Directors are:

Paul Matalon

10701 S.W. 69th Avenue  
Miami, Florida 33156

Linda Truppmann

6005 S.W. 135th Terrace  
Miami, Florida 33156

Peter Matalon

19950 S.W. 216th Street  
Miami, Florida 33170

Carole Frater

19950 S.W. 216th Street  
Miami, Florida 33170

Subject to the laws of the State of Florida, the first Board of Directors shall hold office until their successors are elected and have qualified.

#### XI

The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, with as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

#### XII

The initial offices and officers of the corporation shall be the following:

President	Paul Matalon
Vice-President/Secretary	Linda Truppmann
Vice-President/Assistant Secretary	Peter Matalon
Treasurer	Carole Frater

#### XIII

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification

herunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

**XIV**

The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of these Articles of Incorporation in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed in duplicate by the undersigned this 9th day of May 1996.

 (SEAL)  
JOSEPH B. REISMAN

The undersigned hereby accepts appointment as the Registered Agent of Premier Foliage, Inc..

 (SEAL)  
JOSEPH B. REISMAN

FILED  
95 MAY 10 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA