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(516) 293-2310

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June 10, 1996

Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Cara Nurseries S.E. Inc.

900001858789
-06/11/96--01170--014
****122.50 ****122.50

Gentlemen:

I am enclosing an original and one (1) copy of the Articles of Incorporation for Cara Nurseries S.E. Inc. together with our check to your order in the amount of \$122.50. Please file the original Articles and return a certified copy to this office in the enclosed stamped, self-addressed envelope.

Very truly yours,

ROTHSTEIN & WEINSTEIN, LLP

Michael L. Weinstein

MLW:rd
Encs.

FEDERAL EXPRESS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-13-96

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CARA NURSERIES S.E. INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is
CARA NURSERIES S.E. INC.

SECOND: The street address of the initial principal office and, if different, the mailing
address of the Corporation is:

3208 W. Morrison Avenue
Tampa, Florida 33629

THIRD: The number of shares the Corporation is authorized to issue is One Thousand
(1,000) shares of one class, no par value.

FOURTH: Provisions granting preemptive rights are:

None

FIFTH: Provisions for the regulation of the internal affairs of the Corporation are
contained in the bylaws of the Corporation or, if not so contained, as provided for by statutes of the
State of Florida.

SIXTH: The street address of the initial registered office of the Corporation is 3208
W. Morrison Avenue, Tampa, Florida and the name of its initial registered agent at such address is
Joseph Shahum.

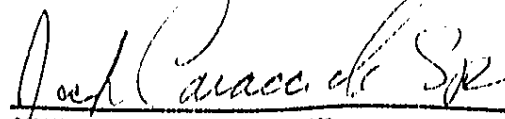
SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and shall qualify are:

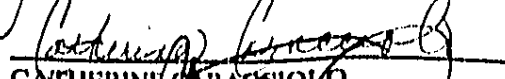
JOSEPH SHAHUM	3208 W. Morrison Avenue Tampa, Florida 33629
JOSEPH CARACCIOLO, SR.	2060 Linden Boulevard Elmont, New York 11003
CATHERINE CARACCIOLO	2060 Linden Boulevard Elmont, New York 11003
JOSEPH A. CARACCIOLO	2060 Linden Boulevard Elmont, New York 11003

TENTH: The name and address of each Incorporator is:

JOSEPH CARACCIOLO, SR.	2060 Linden Boulevard Elmont, New York 11003
CATHERINE CARACCIOLO	2060 Linden Boulevard Elmont, New York 11003
JOSEPH SHAHUM	3208 W. Morrison Avenue Tampa, Florida 33629
JOSEPH A. CARACCIOLO	2060 Linden Boulevard Elmont, New York 11003

The undersigned have executed these Articles of Incorporation this 31st day of May, 1996.


JOSEPH CARACCILO, SR.

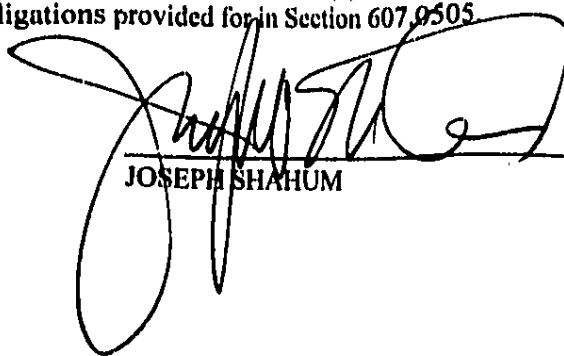

CATHERINE CARACCILO


JOSEPH SHAHUM


JOSEPH A. CARACCILO

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505

Dated: May 31, 1996


JOSEPH SHAHUM

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TALLAHASSEE, FLORIDA