

P96 000057549

7/1/96

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahussee, Fl. 32314

Re: **ELITE TROPICAL PLANTS, INC.**

(name of corporation)

700001885177
-07/05/96--01051--014
****122.50 ****122.50

Gentlemen:

Enclosed pleas find the original and one copy of Articles of Incorporation, together with my check in the amount of 122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

JANICE L. BROOKS

(individual's name)

ELITE TROPICAL PLANTS, INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION

8750 156 COURT SOUTH

DELRAY BEACH, FL. 33446

(561)-499-5367

96 JUL -5 PM 2:35
FILED
SECRETARY OF STATE
TALLAHUSSEE, FLORIDA
PHONE

JUL -9 1996

**ARTICLES OF INCORPORATION
OF
ELITE TROPICAL PLANTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the Incorporator forms a corporation for profit under Florida law.

ARTICLE I

The name of the corporation shall be **ELITE TROPICAL PLANTS, INC.** hereinafter referred to as the Corporation. The principal and main mailing address is as follows:

**8750 156 COURT SOUTH
DELRAY BEACH, FLORIDA 33446**

ARTICLE II

The duration of this corporation shall be that it exist perpetually.

ARTICLE III

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

- A) To grow, propagate, purchase, distribute and market ornamental tropical plants,
- B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, or dispose of letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights,

trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

C) To manufacture, purchase or otherwise acquire, and to own, sell assign and transfer or otherwise dispose of, and to invent, trade deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental unites.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in Foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital Stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of

its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote and handle shares of stock in other corporations.

K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general either alone or in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

ARTICLE IV

The Corporation is authorized to issue 1,000 shares of common stock at One Dollar (\$1.00) per share each, which shares shall be designated "Common Shares".

ARTICLE V

The initial registered agent for this Corporation is **JANICE L. BROOKS** and the initial registered office is **8750 156 COURT SOUTH, DELRAY BEACH, FLORIDA 33446.**

ARTICLE IV

This Corporation shall have two (2) directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLES VII

The name and street address of each member of the first board of directors is:

Director (60%)	Janice L. Brooks	6886 N.W. 82 Terrace Parkland, Florida 33067
Director (40%)	Roger W. Brooks	6886 N.W. 82 Terrace Parkland, Florida 33067

They shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

The name and address of the incorporator is:

Janice L. Brooks
6886 N.W. 82 Terrace
Parkland, Florida 33067

ARTICLE IX

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 stock holders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Dated this 2nd day of July, 1996.


Janice L. Brooks


Roger W. Brooks

STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on the 2nd day of July, 1996, by Janice L. Brooks and Roger W. Brooks, as Directors respectively of Elite Tropical Plants, Inc. who are personally known to me and who did not take an oath.



My Commission Expires:
My Commission CC312281
Expires Aug. 31, 1997

EILEEN LEVIN
My Commission CC312281
Expires Aug. 31, 1997


Eileen Levin

Notary Public, State of Florida at Large

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation..


JANICE L. BROOKS

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FILED
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TALLAHASSEE, FLORIDA