

LAW OFFICE
ALAN E. GREENFIELD, P.A.
ATTORNEY AT LAW

2800 DOUGLAS ROAD
BARNETT BANK BUILDING • SUITE 011
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 442-1731
(305) 443-1177

FAX: (305) 443-0710

896000068015

August 12, 1996
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001920242
-06/13796--01096--019
***122.50 ***122.50

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of WEST KENDALL NURSERY, INC., together with my check in the sum of \$122.50 to cover the cost of filing same, a certified copies of the Charter and resident agent fees.

Please return the copies to my office. Thank you for your continued cooperation.

Very truly yours,

Alan E. Greenfield
ALAN E. GREENFIELD

encls: (as stated)

cc: client

AG/15

FILED
96 AUG 12 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WEST KENDALL NURSERY, INC.

FILED
96 AUG 12 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is WEST KENDALL NURSERY, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 12670 S.W. 8th Street, Miami, Florida 33184.

The name of the initial registered office and initial registered agent of this corporation is ALAN E. GREENFIELD, Esq., 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE ABREU	- President, 12678 S.W. 8th Street Secretary & Miami, Florida 33184 Treasurer

ARTICLE VIII

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

ALAN E. GREENFIELD	- 2600 Douglas Road Suite #911 Coral Gables, Florida 33134
--------------------	--

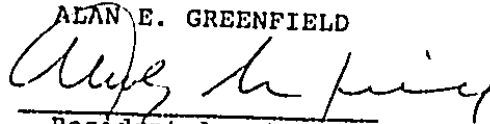
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE MADE.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that WEST KENDALL NURSERY, INC. with its principal office, located at 12678 S.W. 8th Street, Miami, Florida 33184 has named ALAN E. GREENFIELD, located at 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.

ALAN E. GREENFIELD



Resident Agent and
Registered Agent

96 AUG 12 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED