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NAME: CASA BONITA NURSERIES, INC.

AUDIT NUMBER.....H96000015409

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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*Ray*  
10/31/96

ARTICLES OF INCORPORATION  
OF  
CASA BONITA NURSERIES, INC.

H96000015409

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be CASA BONITA NURSERIES, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one hundred (100) shares. All such shares shall be of a single class, designated as common, with a par value of One dollar (\$1.00) per share.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

Prepared by:

Manuel Farach, Esq.  
Florida Bar No. 612138  
Brackett, Sned, Welch, D'Angio, Tucker & Farach, P.  
P.O. Box 3746  
West Palm Beach, FL 33402  
(561)-655-8631

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## ARTICLE V

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No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation..

## ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

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ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial director be:

Manuel Farach  
Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

ARTICLE X

The initial registered agent of the corporation is Manuel Farach. The street address of the corporation's initial registered office is:

Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

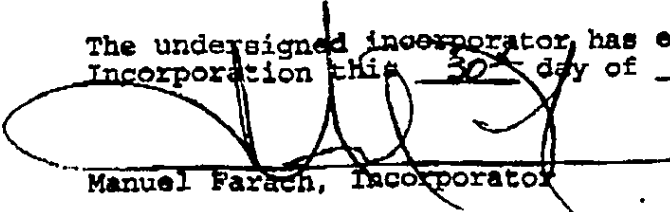
Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Manuel Farach, Esq.  
Third Floor  
218 Datura Street  
West Palm Beach, Florida 33401.

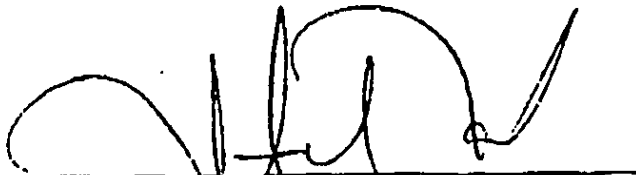
The undersigned incorporator, has executed these Articles of Incorporation this 30<sup>th</sup> day of October, 1996.

  
Manuel Farach, Incorporator

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Corporation Act, the undersigned does hereby accept his appointment as Registered Agent upon whom service of process may be served with the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Dated this 30<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
Manuel Farach

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TALLAHASSEE, FLORIDA

**AUTHORIZATION TO RELEASE INFORMATION  
TO ZWERLING & KEMLER, P.C.**

**TO WHOM IT MAY CONCERN:**

I, **Karl Burkhardt**, the undersigned, hereby authorize **ZWERLING & KEMLER, P.C.**, or its authorized representative(s) or employee(s), bearing his release or copy thereof, to obtain any information in you files pertaining to me.

- Employment
- Education Records (including, but not limited to academic achievement, attendance, athletic, personal history, and disciplinary records)
- Medical Records
- Psychological and Psychiatric Records
- Financial and or Business Records

I hereby direct you to release such information upon request of the bearer. This release is executed with full knowledge and understanding that the information is for **ZWERLING & KEMLER, P.C.** official use only.

I hereby release you, as a custodian of such records, and school, college, or university, or other educational institution; hospital or other retail business establishment including its officers, employees, or related personnel both individually and collectively, from any and all liability for damages of whatever kind which may at any time result to me, my heirs, family, or associates because of compliance with this authorization and request for information or any other attempt to comply with this authorization.

This information hereby obtained by the aforementioned Law Office is to be used by the Law Office in its representation of me. It is understood and agreed that a "xerox" copy of this authorization is equally binding as though it were an original.

[Signature]  
Authorizing Signature

JOEL B. SIMBERG  
Name Printed or Typed

10-22-96  
Date

[Signature]  
ZWERLING & KEMLER, P.C.

WITNESS Walter [Signature]

10/22/96  
Date