

(SAMPLE LETTER OF TRANSMITTAL)

Florida Department of
Division of Corporation
P.O. Box 6227
Tallahassee, FL 32314

96000100613

Re: FIRST SERVICE NURSERY INC., Inc.
(Name of Corporation)

000002011020--1
-11/21/96--01046--004
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the 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.

Estela Delgado
(Individual's Name)

FIRST SERVICE NURSERY INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
P.O. BOX 126513		
HIALEAH, FL 33012		
PHONE		
Area Code	Number	Ext.
(305)	606-4526	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1996

FIRST SERVICE NURSERY INC.
P.O. BOX 126513
HIALEAH, FL 33012

We have received your document for **FIRST SERVICE NURSERY INC.** .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

PLEASE LIST ONLY 1 REGISTERED AGENT IN ARTICLE VI.

A post office box is not an acceptable address for the registered agent.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 896A00054371

ARTICLES OF INCORPORATION

of

FIRST SERVICE NURSERY INC.
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FIRST SERVICE NURSERY INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 2 shares of common stock, par value \$ 100.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

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

STREET ADDRESS	<u>1940 NW 191 Street #2</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33056</u>

Mailing address, if different

STREET ADDRESS	<u>P.O. BOX 126513</u>		
CITY	<u>HALEAH</u>	FLORIDA	ZIP <u>33012</u>

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>RAFAEL DELGADO</u>		
ADDRESS	<u>1940 N.W. 191 Street #2</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33056</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Rafael Delgado</u>		
ADDRESS	<u>1940 N.W. 191 Street #2</u>		
CITY	STATE	ZIP	
<u>MIAMI</u>	<u>FLA.</u>	<u>33056</u>	
NAME	<u>Estela Delgado</u>		
ADDRESS	<u>1940 N.W. 191 Street #2</u>		
CITY	STATE	ZIP	
<u>MIAMI</u>	<u>FLA.</u>	<u>33056</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Rafael Delgado</u>		
ADDRESS	<u>1940 N.W. 191 Street #2</u>		
CITY	STATE	ZIP	
<u>MIAMI</u>	<u>FLA.</u>	<u>33056</u>	
NAME	<u>Estela Delgado</u>		
ADDRESS	<u>1940 N.W. 191 Street #2</u>		
CITY	STATE	ZIP	
<u>MIAMI</u>	<u>FLA.</u>	<u>33056</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this 18 day of November, 1996.

Rafael Delgado (Signature)
Estela Delgado (Signature)
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FIRST SERVICE NURSERY INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1940 N. W. 191 Street #2
MIAMI FLA. 33056

has named Rafael Delgado

located at the aforesaid address, as its registered agent to accept service of process within this state.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Rafael Delgado
(Signature)

11-18-96
(Date)