

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 196893 7120654

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 122.50

ORDER DATE : December 20, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 196893-005

600002035026--4

CUSTOMER NO: 7120654

CUSTOMER: Mr. Benjamin Grafton
GREEN THUMB, ENTERPRIZE INC.

8820 S.w. 19th Street

Miami, FL 33165

DOMESTIC FILING

NAME: GREEN THUMB, ENTERPRIZE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED
96 DEC 20 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 DEC 20 PM 12:09
DIVISION OF CORPORATION

*W-26777
KR 12.20
12-24-96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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96 DEC 24 AM 9 26

DIVISION OF CORPORATION

December 20, 1996

CSC NETWORKS
1201 HAY STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: GREEN THUMB, ENTERPRIZE INC.
Ref. Number: W96000026777

RESUBMIT
Please give original
submission date as file date.

We have received your document for GREEN THUMB, ENTERPRIZE INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

There can only be one registered agent listed at any time. Please remove one of the people listed.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 796A00056851

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The Name of the Corporation is:

GREEN THUMB, ENTERPRIZE INC.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the Laws of the United States, and Florida.

4. **CAPITAL STOCK:** The Corporation is authorized to issue 50,000 shares of authorized stock at 0.01 par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office are as follows:

REGISTERED AGENT:

INITIAL OFFICE ADDRESS:

BENJAMIN B. GRAFTON JR.

**8820 SW 19 STREET
MIAMI, FLORIDA 33165**

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have 2 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

DIRECTOR

**DANILO O. FERNANDEZ JR.
13787 SW 23 TERRACE
MIAMI, FLORIDA 33175**

DIRECTOR

**BENJAMIN GRAFTON JR.
8820 SW 19 STREET
MIAMI, FLORIDA 33165**

7. INCORPORATORS: The name and address of the Incorporators signing these Articles of Incorporation are:

DIRECTOR

**DANILO O. FERNANDEZ JR.
13787 SW 23 TERRACE
MIAMI, FLORIDA 33175**

DIRECTOR

**BENJAMIN B. GRAFTON JR.
8820 SW 19 STREET
MIAMI, FLORIDA 33165**

8. BYLAW AMENDMENT: The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. INDEMNIFICATION: The corporation shall indemnify any officer or director or any former director, to the full extent permitted by law.

10. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the evidence their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

11. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

12. DIRECTOR'S AUTHORITY TO FIX COMPENSATION: Directors shall have authority to fix compensation unless otherwise provided in Articles of Incorporation or Bylaws. FS 607.111.

13. PRE - EMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the price, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive rights. This right may be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

14. DIRECTOR CONFLICT OF INTEREST:

A. No contract or other transaction between the corporation and one or more of its directors, or between another entity, in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote of such interested director or directors;

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote therein, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

15. MEETING BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided bylaw, but regular meetings of the Board of Directors must be attended in fact in person by each director.

16. PRINCIPLE PLACE OF BUSINESS: The corporation's principle place of business is:

**13787 SW 23 TERRACE
MIAMI, FLORIDA 33165**

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3rd day of December, 199 6.



DANILO O. FERNANDEZ JR.
DIRECTOR



BENJAMIN B GRAFTON JR.
DIRECTOR

FLORIDA)
COUNTY OF DADE)

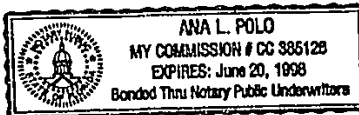
BEFORE ME, the undersigned authority, this day personally appeared, DANILO O. FERNANDEZ JR. to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to me that he executed the foregoing instrument.

SWORN TO and SUBSCRIBED before me, at Miami, Dade County, Florida this
3rd day of December, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATED REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA, NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 48.091 and 607.034, Florida statutes (1979), the following is submitted.

1. That GREEN THUMB, ENTERPRIZE INC. desiring to qualify under the laws of the State of Florida, with its principal place of business at 13787 SW 23 TERRACE, MIAMI, FLORIDA 33175 and appointed BENJAMIN B. GRAFTON JR. as its Registered Agent to accept service of process within the State of Florida.


ACKNOWLEDGMENT

Having been named to accept services of process for the above named corporation at the place designated above,

I DO HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 3RD day of December 1996.

FILED
96 DEC 20 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


REGISTERED AGENT - DIRECTOR
BENJAMIN B. GRAFTON JR.