



THE UNITED STATES CORPORATION COMPANY

P96000103636

ACCOUNT NO. : 072100000032

REFERENCE : 200782 4718535

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 78.75

ORDER DATE : December 24, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 200782-005

CUSTOMER NO: 4718535

300002037893--8

CUSTOMER: Jeffrey S. Kannensohn, Esq  
PORTER WRIGHT MORRIS & ARTHUR

Suite 400  
4501 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: PLANTASIA, INC.

EFFECTIVE DATE  
*Dec 23, 1996*

EFFECTIVE DATE:

FILED  
96 DEC 24 AM 8:55  
STATE  
TALLAHASSEE FLORIDA

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

*Smc*  
*12/27/96*

**ARTICLES OF INCORPORATION**  
**OF**  
**PLANTASIA, INC.**

**FILED**  
96 DEC 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
*Dec. 23, 1996*

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is:

PLANTASIA, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103 and the name of the initial Registered Agent of this Corporation at that address is JEFFREY S. KANNENSOHN.

**ARTICLE V - CORPORATION'S PRINCIPAL OFFICE**

This corporation's principal offices and mailing address are: 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP**

**TO BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INCORPORATOR**

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

JEFFREY S. KANNENSOHN  
4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

**ARTICLE IX - DURATION**

The existence of this corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

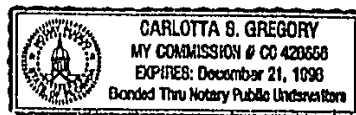
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of December, 1996.

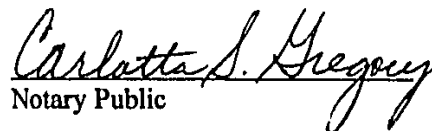
  
JEFFREY S. KANNENSOHN  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this 23rd day of December, 1996, before me, an officer duly authorized and acting, personally appeared JEFFREY S. KANNENSOHN to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and year last above written.



  
Notary Public

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

FILED

96 DEC 24 AM 8:55

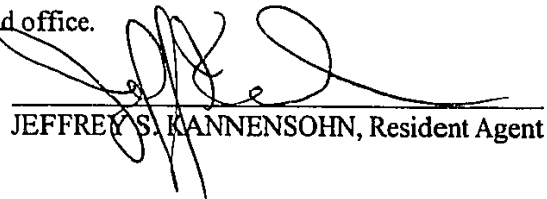
TALLAHASSEE STATE  
FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

First -- That **PLANTASIA, INC.**, desiring to organize under the laws of the State of Florida,  
with its principal office, as indicated in the Articles of Incorporation at City of Naples, County of  
Collier, State of Florida, has named **JEFFREY S. KANNENSOHN**, located at 4501 Tamiami Trail  
North, Suite 400, City of Naples, County of Collier, State of Florida, as its agent to accept service  
of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

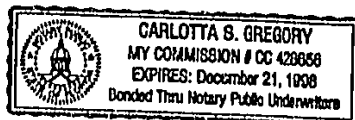
Having been named to accept service of process for the above-stated corporation, at place  
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

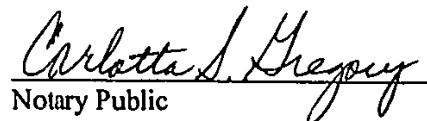
  
\_\_\_\_\_  
JEFFREY S. KANNENSOHN, Resident Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this 23rd day of December, 1996, before me, an officer duly  
authorized and acting, personally appeared **JEFFREY S. KANNENSOHN**, to me known and known  
to me to be the individual described in and who executed the foregoing instrument and  
acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and  
year last above written.



  
\_\_\_\_\_  
Notary Public