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Randee Susan Schatz

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December 31, 1996

Secretary Of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
97 JAN -8 PM 1:56  
TALLAHASSEE, FLORIDA

Re: J & B ORCHIDS, INC.

Dear Sir/Madam:

Enclosed herewith is an original and copy of the Articles of Incorporation and Certificate of Designation to file the above referenced corporation.

Also enclosed herewith is a check in the sum of \$122.50 to cover the filing fee and certificate copy. A breakdown of said fee is as follows:

Filing Fees:	35.00
Certified Copy:	52.50
Registered Agent	
Designation:	35.00

\$122.50

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-01/08/97--01080--010

\*\*\*122.50 \*\*\*122.50

EFFECTIVE DATE  
12-31-96

Please return the certified copy to the undersigned. Thank you for your prompt cooperation in this matter.

Sincerely yours,

*Randee Schatz*

Randee S. Schatz  
Enclosures as stated above  
RSS/RSS

TH  
1-14-97

Articles Of Incorporation  
Of

J & B ORCHIDS, INC.

FILED  
97 JAN -8 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is J & B ORCHIDS, INC.

ARTICLE II - LOCATION

The principal office of this corporation is to be located at 1898 Juno Isles Blvd., County of Palm Beach, North Palm Beach, Florida 33408.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share.

Prepared By:  
Randee S. Schatz, Esq.  
220 Sunrise Avenue Suite 209  
Palm Beach, FL 33480  
(561) 833-1846  
Fla Bar No. 279900

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 220 Sunrise Avenue, Suite 209, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Randee S. Schatz.

ARTICLE VI - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than two (2).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified are as follows:

Kenni F. Judd  
1898 Juno Isles Blvd.  
North Palm Beach, Florida 33408

Stephen M. Baum  
1898 Juno Isles Blvd.  
North Palm Beach, Florida 33408

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Randee S. Schatz, 220 Sunrise Avenue Suite 209, Palm Beach, Florida 33480.

ARTICLE IX - EFFECTIVE DATE

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if this

Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31st day of December, 1996.

  
Randee S. Schatz

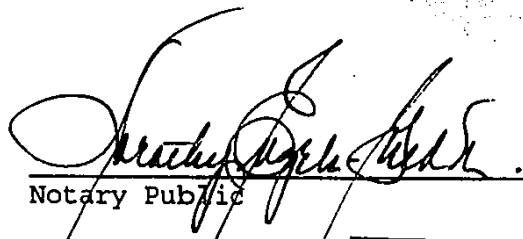
STATE OF FLORIDA

)

COUNTY OF Palm Beach

)

The foregoing instrument was acknowledged before me this 31st of December, 1996 by Randee S. Schatz.

  
Notary Public

Personally known X OR Produced Identification  
Type of Identification Produced \_\_\_\_\_

OFFICIAL NOTARY SEAL  
DOROTHY ENGELS-GULDEN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC449494  
MY COMMISSION EXP. MAR. 29, 1999


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

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

FIRST -- J & B ORCHIDS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1898 Juno Isles Blvd., North Palm Beach, County of Palm Beach, State of Florida, has named Randee S. Schatz, 220 Sunrise Avenue Suite 209, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 provisions of said Act relative to keeping open said office.

By:   
Randee S. Schatz  
Resident Agent

97 JAN 7 PM 1:59  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE