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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: RASCO & REININGER  
CONTACT: CARLOS A GATO  
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FAX #: (305)267-1787

NAME: RB NURSERY, INC.

AUDIT NUMBER.....H97000000738

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

CRRT. OF STATUS..0

PAGES..... 5

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P. 01/01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 15, 1997

RASCO & REININGER

SUBJECT: RB NURSERY, INC.  
REF: W97000000996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RB NURSERY, INC.

The undersigned, acting as incorporator of RB NURSERY, INC.  
under the Florida Business Corporation Act, adopts the following  
Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

RB NURSERY, INC.

and the principal place of business is:

17795 S.W. 158 STREET  
MIAMI, FLORIDA 33187

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of  
filing of these Articles of Incorporation.

Prepared by: Salomon B. Esquenazi, Esq.  
RASCO & REININGER, P.A.  
5200 Blue Lagoon Drive  
Suite 700  
Miami, Florida 33126  
(305) 261-0500  
Bar No.: 992038

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ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of nursery farming and related agricultural businesses and in all businesses incidental thereto and shall have the power to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Gabriel de los Reyes  
17795 S.W. 158 Street  
Miami, Florida 33187

Jose R. Boschetti  
2901 S.W. 8th Street  
Suite 204  
Miami, Florida 33135

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

SALOMON B. ESQUENAZI, ESQ.      5200 Blue Lagoon Drive  
Suite 700  
Miami, Florida 33126

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the

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manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of January, 1997.

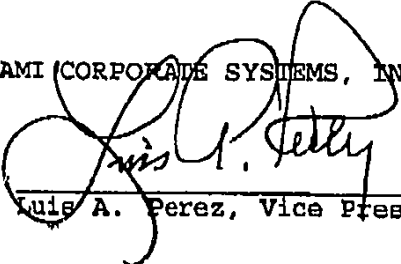
  
\_\_\_\_\_  
SALOMON B. ESQUENAZI

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for RB NURSERY, INC., in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

By   
Luis A. Perez, Vice President

corp\rbnursery.art

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