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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: TONY'S FLANWORLD, CORP.

AUDIT NUMBER.....H97000002205

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

nc 2/7/97

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**Articles of Incorporation  
of  
Tony's Plantworld, Corp.**

**Article I. Name**

The name of this Florida corporation is:  
Tony's Plantworld, Corp.

**EX-111-111**  
**2-6-97**

**Article II. Address**

The mailing address of the Corporation is:  
Tony's Plantworld, Corp.  
PO Box 285  
Miami FL 33145

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**TALLAHASSEE, FLORIDA**

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Jose A. Rodriguez FL Bar Member 989444  
Law Office of Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131  
305-377-1218 • Fax 305-358-7601

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.  
The name of each initial member of the Corporation's Board of Directors is:

Antonio Rodriguez

Article VI. Incorporator

The name and address of the incorporator is:

Jose A. Rodriguez  
Law Office of Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 6, 1997

The undersigned incorporator executed these Articles of Incorporation on February 6, 1997



JOSE A. RODRIGUEZ  
by L.A. Uriarte as attorney-in-fact

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Jose A. Rodriguez FL Bar Member 989444  
Law Office of Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131  
305-377-1218 • Fax 305-358-7601

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**Certificate of Designation  
Registered Agent and Registered Office**

**CORPORATION:**

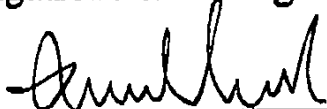
**Tony's Plantworld, Corp.**

**REGISTERED AGENT:**

**Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**JOSE A. RODRIGUEZ**

by L.A. Uriarte as attorney-in-fact

**Date: 2/6/97**

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**Jose A. Rodriguez FL Bar Member 989444  
Law Office of Jose A. Rodriguez  
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