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REFERENCE : 273593 4311473

AUTHORIZATION :

COST LIMIT : \$ 122.50 PPD

ORDER DATE : February 26, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 273593-005

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

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-02/26/97-01099-022  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: PACIFIC PALMS, 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: Michael E. Klunk

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 FEB 26 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
2.26.97

**ARTICLES OF INCORPORATION  
OF  
PACIFIC PALMS, INC.**

**FILED**  
97 FEB 26 PM 2:01  
SECTION 1, STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **PACIFIC PALMS, INC.** The address of the initial principal office and the mailing address of this corporation is 14000 S. W. 216th Street, Goulds, Florida 33170.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of engaging in all aspects of agriculture and horticulture. This corporation may further engage in, conduct and transact any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is Three Thousand (3,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00), currency of the United States of America, per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property or benefit to this corporation, which shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Jennifer Kanold

14200 S. W. 216th Street  
Goulds, FL. 33170

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Jesper Kanold	14200 S. W. 216th Street Goulds, FL. 33170
Jennifer Kanold	14200 S. W. 216th Street Goulds, FL. 33170

#### ARTICLE VIII - OFFICERS

This corporation shall initially have a President, Secretary and Assistant Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	Jesper Kanold
Secretary:	Jennifer Kanold
Assistant Secretary:	Owen S. Freed

#### ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Jennifer Kanold	14200 S.W. 216th Street Goulds, FL 33170

ARTICLE X - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.


ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21 day of February, 1997.

  
Jennifer Kanold  
Incorporator

+--+--+--+--+--+--+--+--+--+

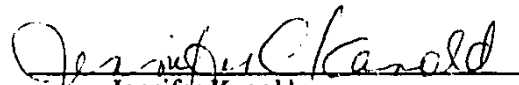
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **PACIFIC PALMS, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 21 day of February, 1997.

  
Jennifer Kanold,  
Registered Agent