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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

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NAME: AMERICAN TROPICS, INC.

AUDIT NUMBER.....H97000005639

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 8, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: AMERICAN TROPICS, INC.  
REF: W97000008065

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Loria Poole  
Corporate Specialist

FAX Aud. #: H97000005639  
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ARTICLES OF INCORPORATION  
OF  
AMERICAN TROPICS, INC.

97 APR -8  
DIVISION OF CORPORATIONS  
RECEIVED  
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ARTICLE I

The name of the corporation is AMERICAN TROPICS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in landscaping and nursery related production and sales and any other purpose authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be 101 Crain Street, Grassy Key, Florida 33050,

PREPARED BY: ROBERT L. ROTH, ESQ. FBN. 240257  
2720 CORAL WAY Penthouse  
MIAMI, FL 33145  
(305) 444-5000

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EMPIRE CORPORATE KIT

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If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of March, 1997.

AMERICAN TROPICS, INC.

BY:   
LEWIS A. HELMS  
Incorporator

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

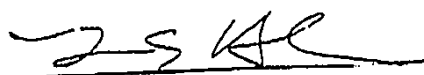
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DIVISION OF CORPORATIONS

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

First, that AMERICAN TROPICS, INC. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at City of Islamorada, Monroe County, Florida, has named LEWIS A. HELMS located at 101 Crain Street, Grassy Key, Florida 33050, County of Monroe, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.

  
LEWIS A. HELMS  
Resident Agent

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