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TERESA97 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: PLANTS ON LINE, INC. AUDIT NUMBER.....H97000006039 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 14 1997

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**ARTICLES OF INCORPORATION
OF
*Plants On Line, Inc.***

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97 APR 14 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: *Plants On Line, Inc.*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her 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 V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
1605 S.W. 4th Court
Fort Lauderdale, FL 33312

and the name of the initial Registered Agent of this corporation at that address is:

Dan Remy

Prepared by: J. Jeffrey Schattner, P.A.
100 S. Pine Island Rd., Suite 114
Plantation, FL 33324
Fla Bar No.: 143923
954 - 336 - 3240

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The address of the principal office is:

1605 S.W. 4th Court
Fort Lauderdale, FL 33312

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Dan Remy
1605 S.W. 4th Court
Fort Lauderdale, FL 33312

ARTICLE VII - INCORPORATOR

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

Dan Remy
1605 S.W. 4th Court
Fort Lauderdale, FL 33312

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 4 day of April, 1997


Dan Remy
SUBSCRIBER

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STATE OF FLORIDA)

COUNTY OF BROWARD)

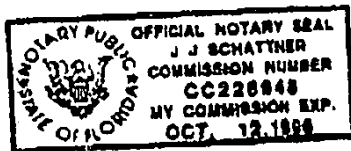
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared **Dan Remy**, known to me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 4 day of April, 1997.



Notary Public

My Commission Expires:



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DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State
Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and
Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

Plants On Line, Inc.

a corporation organized (or organizing) under the laws of the State of Florida with its principal office
at 1605 S.W. 4th Court, Fort Lauderdale, Florida, and has named Dan Remy, whose address is,
1605 S.W. 4th Court, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept
Service of Process within this State.

<u>OFFICER</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Dan Remy	President Treasurer	1605 SW. 4th Court Fort Lauderdale, FL 33312
Leigh Vulghum	Vice President	1605 SW. 4th Court Fort Lauderdale, FL 33312
Kevin Remy	Secretary	1605 S.W. 4th Court Fort Lauderdale, FL 33312

DIRECTORS:

Dan Remy	1605 SW. 4th Court Fort Lauderdale, FL 33312
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BY:


Dan Remy

CORPORATE OFFICER

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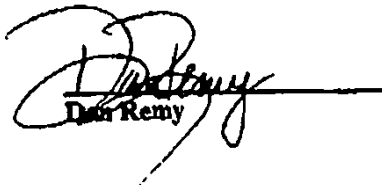
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree, as Registered Agent, to accept Service of Process; to keep open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in office as required by law.


Dan Remy

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