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N BANNOURA P A
One South Ocean Blvd
Suite 212
Boca Raton Florida 33432

April 24, 1997

Secretary of State
Division of Corporations
Tallahassee, Florida 32399

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-04/28/97--01151--003
****122.50 ****122.50

Dear Sirs:

Please find enclosed the articles of incorporation for TOP NOTCH
TREE FARM, INC. along with a check in the amount of \$122.50 for the filing
fees.

Please send return the certificate and articles to the address above.
Thank you for your attention to our request.

Sincerely,



N. Bannoura

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

407-394-0455

305-785-8484

410 4/30/97

ARTICLES OF INCORPORATION
OF
TOP NOTCH TREE FARM, INC

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the corporation is: TOP NOTCH TREE FARM, INC

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is 14930 Smith Sundy Road, Delray Beach, FL 33446 and the name and address of its initial Registered Agent is John Ross, 14930 Smith Sundy Road, Delray Beach, FL 33446.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

1. John Ross

14930 Smith Sundy Rd
Delray Beach, FL 33446

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TALLAHASSEE, FLORIDA

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ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. John Ross
14930 Smith Sundry Rd
Delray Beach, FL 33446

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 25th day of APRIL, 1997

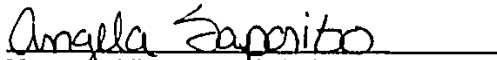

JOHN ROSS

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

Before me personally appeared
to me well known and known to me to be the person described in and who executed the
foregoing Articles of Incorporation and acknowledged to and before me that they
executed said instrument for the purposes therein expressed.

B200-460-59-324-0
DL#

WITNESS, my hand and official seal this 25th day of APRIL,
1997


Notary Public, State of Florida at large

(SEAL)

My commission expires: _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TOP NOTCH TREE FARM, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 25th day of APRIL, 1997.



Registered Agent

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TALLAHASSEE, FLORIDA