

# P97000093267

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/03/97--01066--016  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: AMERICAN Wholesale Nursery, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

NICK STEGLITZ  
Name (printed or typed)

169 E. Flagler St #1512  
Address

Miami, FLA 33130  
City, State & Zip

305 3582900  
Daytime Telephone number

FILED  
97 OCT 30 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please fax copy certificate & ~~accepted~~ certified copy  
of Articles to (305) 373-7615

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
AMERICAN WHOLESALE NURSERY, INC.

**FILED**  
97 OCT 30 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **AMERICAN WHOLESALE NURSERY, INC.**, with its principal office at P.O. Box 651548, Miami, Florida, 33165-1548.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) 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 transactional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

corporation is Alfred I. duPont Building, Suite 1512, 169 East Flagler Street, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Nick W. Stieglitz, Jr.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are as follows:

Calvin Michael Edens  
P.O. Box 651548  
Miami, Florida 33165-1548.

#### ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

Calvin Michael Edens  
P.O. Box 651548  
Miami, Florida 33165-1548.

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one half of all the shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented by

person or by proxy, shall constitute a quorum at a meeting of shareholders.

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 shareholder.

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - AMENDMENT**

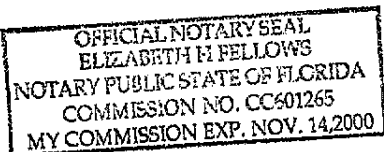
This corporation reserves the right to amend or repeal any provision contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

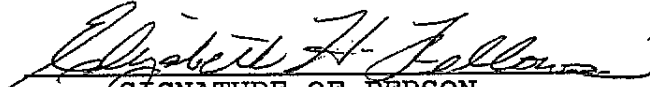
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 29 day, of October, 1997.

  
\_\_\_\_\_  
CALVIN MICHAEL EDENS

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument, being the Articles of Incorporation of America Nursery, Inc. was acknowledged before me this 29 day of OCTOBER, 1997, by CALVIN MICHAEL EDENS, who has produced Florida D.L. No. E352-113-55-471-0 as identification.

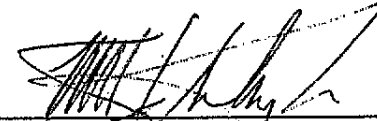


  
(SIGNATURE OF PERSON  
TAKING ACKNOWLEDGMENT

ELIZABETH H. FELLOWS

NAME OF ACKNOWLEDGER TYPED,  
PRINTED OR STAMPED

I, the undersigned, having been named as initial Registered Agent of the corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

  
NICK W. STIEGLITZ, JR.  
Registered Agent

FILED  
97 OCT 30 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA