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PHILIP SOTOLONGO
ATTORNEY AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 PM 2:47

December 31, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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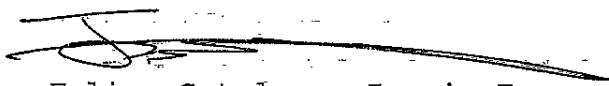
RE: B & S NURSERY INC.

To Whom It May Concern:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$70.00 to cover your fee for filing the same.

Thank you for your attention to this matter.

Very truly yours,



Felipe Sotolongo-Isasi, Esq.

FSI/lf

Enclosures

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1490 SOUTH MILITARY TRAIL, SUITE 13-B, WEST PALM BEACH, FLORIDA 33415-9191

(561) 967-0007 TEL (561) 969-9916 FAX

D. BROWN JAN - 7 1998

ARTICLES OF INCORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 PM 2:47

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

NAME

The name of this corporation is B & S NURSERY INC.

DURATION

The period of its duration is perpetual.

PURPOSE

The purposes is to engage in any activities or business permitted under the laws of the United States and Florida.

CAPITAL STOCK

The corporation is authorized to issue 1000 shares of capital stock, all of one class, at \$1.00 (One Dollar) par value.

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The name and address of the initial registered office, principal office of the corporation and name and address of the Registered Agent is as follows:

Initial Registered Agent: JOSE H. SOTOLONGO-PLA.

Principal address of corporation and registered office address of the corporation, (which are the Same) is:

1490 S. Military Trail suite 3
West Palm Beach, Florida 33415

I, JOSE H. SOTOLONGO-PLA, initial Registered Agent of this corporation, am familiar with and accept the duties and responsibilities as registered agent for said corporation.



JOSE H. SOTOLONGO-PLA, REGISTERED AGENT

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

JOSE H. SOTOLONGO-PLA	1490 South Military Trail, Suite 3 West Palm Beach, Florida 33415
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SOTERIOS BOUCLAS	1490 South Military Trail, Suite 13-G West Palm Beach, Florida 33415
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The names and addresses of the Incorporators signing these Articles of Incorporation are:

JOSE H. SOTOLONGO-PLA	1490 South Military Trail, Suite 3 West Palm Beach, Florida 33415
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SOTERIOS BOUCLAS	1490 South Military Trail, Suite 13-G West Palm Beach, Florida 33415
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AMENDMENT OF ARTICLES

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

DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted

for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time the board, a committee or shareholders approve it.

4. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee, which approves such contract or transaction.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular meetings of the board of directors by means of conference telephone or each director as provided by law but annual meetings of the Board of Directors must attend similar communications equipment in fact in person. (FS Section 607.131(7)).

INDEMNIFICATION


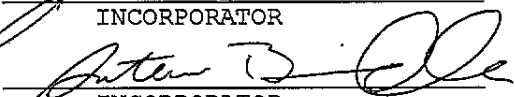
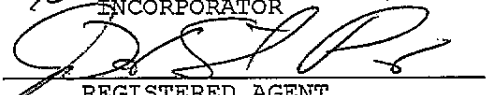
The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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IN WITNESS WHEREOF, the undersigned Incorporators have executed these
Articles of Incorporation this 18th day of December 1997.


INCORPORATOR

INCORPORATOR

REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared JOSE H. SOTOLONGO to me known to be one of the person who executed the foregoing Articles of Incorporation, and SOTERIOS BOUCHLAS, identified by Florida Drivers License, number B242-780-59-465-0 who also executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of December 1997.


Notary Public, State of Florida

