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January 2, 1998

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

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-01/05/98--01059--006
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation of Fancy Plants, Inc. and a check made payable to the Department of State in the amount of \$122.50, representing the filing fee of \$70.00 and the fee of \$52.50 for a certified copy of the Articles of Incorporation.

Please file the enclosed Articles of Incorporation and return a certified copy of the Articles to me. Thank you for your prompt attention to this matter.

Very truly yours,

Ginny L. Goldman
Ginny L. Goldman

Encls.

FILED
98 JAN -5 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/7/98-7411

ARTICLES OF INCORPORATION

OF

FANCY PLANTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: FANCY PLANTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 228 S.W. 4th Street, Boca Raton, Florida 33432.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock, par value \$0.01 per share.

ARTICLE IV - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Ginny L. Goldman, Esq., 190 N.W. Spanish River Blvd., Suite 200, Boca Raton, Florida 33431.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is Ginny L. Goldman, Esq., 190 N.W. Spanish River Blvd., Suite 200, Boca Raton, Florida 33431.

ARTICLE VII - INDEMNIFICATION

The corporation may indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida Law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of January, 1998.


GINNY L. GOLDMAN

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Fancy Plants, Inc.

The name and address of the registered agent and office is Ginny L. Goldman, Esq., 190 N.W. Spanish River Blvd., Suite 200, Boca Raton, Florida 33431.

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 2, 1998


GINNY L. GOLDMAN

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TALLAHASSEE, FLORIDA