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Charter Number Only

4/15/98

FILED
98 APR 16 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William Davis
Requestor's Name
2655 Lejuner Rd #A-2
Address
Miami tel 33134
City State ZIP Phone
448-329C

VALIDATION ONLY

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CORPORATION(S) NAME

Housesates Incloar Plants, Inc.



Empire Toll Free: 1-800-432-3028

98 APR 16 AM 9:11
DIVISION OF CORPORATION

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> After 4:30
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

cert: copy

98 APR 16 AM 9:10
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOUSEMATES INDOOR PLANTS, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each, a natural person, competent to contract, hereby associated themselves together to form a Corporation under the laws of the State of Florida.

ARTICLE 1
NAME

The name of this corporation is: HOUSEMATES INDOOR PLANTS, INC.

ARTICLE 2
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- (a) To engage in every aspect and phase of the business of promotion, sale and marketing of plants.
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or evidence of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE THREE **CAPITAL STOCK**

The maximum number of shares that his corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares of Common Stock having a nominal or par value of Five Dollars (\$5.00) per share.

ARTICLE FOUR **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is : More than Five Hundred Dollars (\$ 500.00)

ARTICLE FIVE **TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE SIX **ADDRESS**

The initial address of the principal office of this corporation in the State of Florida is:

14350 Kendale Lakes Drive, Miami, Florida 33183

The Registered Agent at the above office is: VICTOR CHIN-LOY.

ARTICLE SEVEN **DIRECTORS**

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than three (3).

ARTICLE EIGHT
INITIAL DIRECTORS

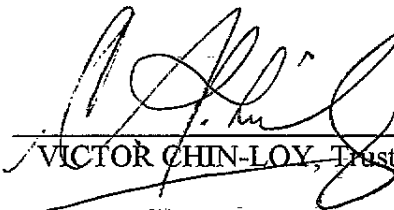
The names and addresses of the member of the first Board of Directors are:
VICTOR CHIN-LOY, BARBARA CHIN-LOY, and RAMON CASTILLO, all of
14350 Kendale Lakes Drive, Miami, Florida 33183.

ARTICLE NINE
SUBSCRIBERS

The name and address of each Subscriber of these Articles of Incorporation, the number of
shares of stock each agrees to take, and the value of the consideration therefore are:
VICTOR CHIN-LOY, as Trustee and BARBARA CHIN-LOY, as Trustee, both of 14350
Kendale Lakes Drive, Miami, Florida 33183, 100 Shares each; Consideration- \$ 500.00 each

ARTICLE TEN
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every
amendment shall be approved by the Board of Directors, proposed by them to the stockholders,
and approved at stockholder's meeting by the majority of the stock entitled to vote thereon,
unless all the directors and all the stockholders sign a written agreement manifesting their
intention that a certain amendment of these Articles of Incorporation be made.



VICTOR CHIN-LOY, Trustee



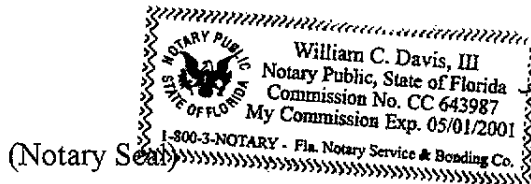
BARBARA CHIN-LOY, Trustee

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, Before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared BARBARA CHIN-LOY, as Trustee, and VICTOR CHIN-LOY, as Trustee known to me to the the persons described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed the same and that I relied upon the following form(s) of identification of the above named persons: personally known to me and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the County and State last aforementioned this 14th day of April, 1998.



[Signature]
NOTARY SIGNATURE

WILLIAM C. DAVIS III
PRINTED NOTARY SIGNATURE

My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to serve as Registered Agent for this Corporation, I hereby accept such designation and agree to comply with the Laws of the State of Florida regarding the keeping open of such Corporate Office.

[Signature]
REGISTERED AGENT
Victor Chin-Loy