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Donald E. Holmes
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April 23, 1998

Beth Register
Corporate Specialist Supervisor
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: U.S.A. Exports, Inc./U.S. Exports, Inc.
Your Ref. No. W98000008470

Dear Ms. Register:

Pursuant to your letter of April 15, 1998 and our subsequent telephone conversation, enclosed please find an original and one (1) copy of Articles of Incorporation for U.S. Exports, Inc. I would appreciate it if you would return a conformed copy to my office at your earliest convenience.

Thank you very much for your assistance and cooperation. If you have any questions or require anything further, please do not hesitate to call.

Very truly yours,

Joe H. Pickens
Joe H. Pickens

JHP/lhp

Enclosures

FILED
98 APR 24 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 4-24-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

HOLMES & PICKENS, ATTORNEYS
222 N THIRD ST
PALATKA, FL 32177-3710

SUBJECT: U.S.A. EXPORTS, INC.
Ref. Number: W98000008470

We have received your document for U.S.A. EXPORTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 398A00020204

Articles of Incorporation
of
U.S. Exports, Inc.

FILED
98 APR 24 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PUTNAM

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned natural person of the age of twenty-one (21) years or more, hereby apply for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, duties and immunities of a corporation for profit, under and pursuant to these ARTICLES OF INCORPORATION.

ARTICLE I

NAME AND ADDRESS: The name of this corporation shall be U.S. Exports, Inc. Pursuant to Florida Statutes §607.0202(b), the address of the principal office of the corporation shall be 921A Grand Rondo, Crescent City, Florida 32112, and the mailing address of the corporation shall be Post Office Box 745, Crescent City, Florida 32112.

ARTICLE II

PURPOSES: The nature of the business and the purpose or purposes for which this corporation are formed are as follows, to-wit:

1. To engage in the purchasing and selling of plants, flowers, shrubbery and greenery;
2. To do everything necessary, proper and advisable or

convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by Florida Statutes or any other law.

3. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists, or may hereafter be amended.

ARTICLE III

CAPITAL STOCK: The total number of shares of capital stock which may be issued by this corporation is one hundred (100) shares of no par value common stock which shall be designated as "Common Shares" and which shall be fully paid and non-assessable.

ARTICLE IV

DURATION: This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE V

PRE-EMPTIVE RIGHT: Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

REGISTERED OFFICE AND AGENT: Pursuant to Florida Statutes §607.0202(g), the street/mailling address of the initial registered office of this corporation is: 222 N. Third Street, Palatka,

Florida 32177, and the name of the initial registered agent of this corporation at that address is Joe H. Pickens.

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is as follows, to-wit: Paul D. Causey, 921A Grand Rondo, Post Office Box 745, Crescent City, Florida 32112.

ARTICLE VIII

BOARD OF DIRECTORS: The initial Board of Directors shall consist of the following:

Paul D. Causey	921A Grand Rondo, Post Office Box 745 Crescent City, Florida 32112
Chad Ciani	921A Grand Rondo, Post Office Box 745 Crescent City, Florida 32112

The number of Directors may either be increased or decreased from time to time by the by-laws, provided, however, that there shall never be less than one (1) Director nor more than seven (7).

ARTICLE IX

INITIAL OFFICERS: The initial officers shall be as follows:

President/Treasurer:	Paul D. Causey 921A Grand Rondo Post Office Box 745 Crescent City, FL 32112
Vice-President/Secretary:	Chad Ciani 921A Grand Rondo Post Office Box 745 Crescent City, FL 32112

ARTICLE X

INDEMNIFICATION: The corporation shall indemnify any

Officer or Director or any former officer or director; to the full extent permitted by law.

ARTICLE XI

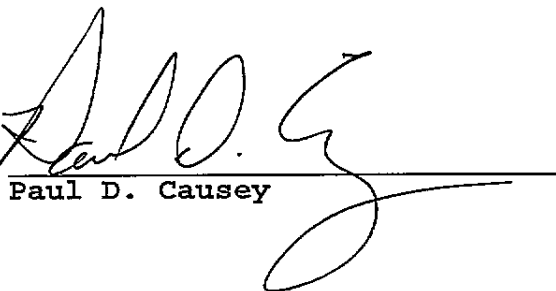
1. **VOTING:** Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name, at any and all meetings of the Stockholders of this Corporation, and said stock may be voted by the Stockholders of record, either in person or by proxy.

2. **MANAGEMENT:** The business and affairs of the Corporation shall be under the management and control of the Board of Directors.

3. **AMENDMENTS:** The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Officers and Shareholders of the Corporation are granted subject to this reservation.

4. **SUBORDINATION:** All other provisions of the Articles of Incorporation and By-Laws shall be subordinate to the provisions of this ARTICLE.

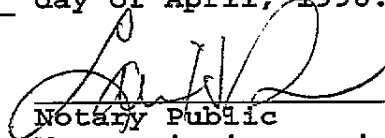
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20 day of April, 1998.


Paul D. Causey

STATE OF FLORIDA
COUNTY OF PUTNAM

THIS DAY before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul D. Causey, who is personally known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 24 day of April, 1998.



Notary Public

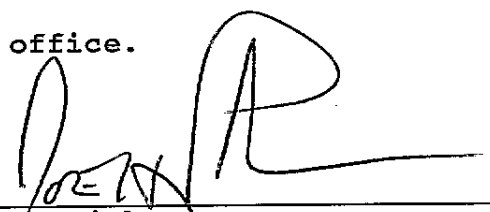
My commission expires:



LAURIE H PARRISH
My Commission CC453334
Expires Apr. 17, 1999
Bonded by NFNU
800-224-6368

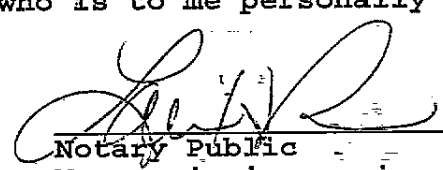
ACCEPTANCE OF DUTIES AS REGISTERED AGENT

I, the undersigned, having been named to accept service of process for the above corporation at the place indicated in the foregoing Articles of Incorporation, do hereby agree to act in said capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Joe H. Pickens

SWORN TO AND SUBSCRIBED before me this 20th day of April, 1998, by Joe H. Pickens, who is to me personally known.



Notary Public
My commission expires:



LAURIE H. PARRISH
My Commission CC453334
Expires Apr. 17, 1999
Bonded by NFNU
800-224-8368

FILED
98 APR 24 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA