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ARTICLES OF INCORPORATION

OF

FOLIAGE KING, INC.

98 MAY 11 AH 11: 36
SECRETARY OF STATE
TAIL AHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is FOLIAGE KING, INC.

ARTICLE II - DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of selling foliage and any other lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of stock which the corporation is authorized to have outstanding is 1,000 shares of common stock of no par value. Holders of common stock are entitled to vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of this corporation in the State of Florida is 3594 South Ocean Boulevard, #705, Highland Beach, Florida 33487. The name and street address of the initial

registered agent of the corporation in the State of Florida are Robert Loring, 3594 South Ocean Boulevard, #705, Highland Beach, Florida 33487.

ARTICLE VI - DIRECTORS

The corporation shall have one directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

The name and street address of the initial directors of this corporation are: Robert Loring, 3594 South Ocean Boulevard, #705, Highland Beach, Florida 33487.

ARTICLE VII - INITIAL OFFICERS OF CORPORATION

The corporation shall have the following officers:

President/Secretary: Robert Loring

The number of officers may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Robert Loring, 3594 South Ocean Boulevard, #705, Highland Beach, Florida 33487.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

<u>ARTICLE X - INDEMNIFICATION</u>

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

corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 1998.

ROBERT LORING, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT LORING, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and he is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 8th day of May, 1998.

Notary Public, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL
NOTARY PUBLIC STATE OF FLORIDA
MARILYN PINDELL,
MY COMMISSION NO. CC 015060
EXPIRES MAY 24, 1998

CERTIFICATE OF RESIDENT AGENT

OF

FOLIAGE KING, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That FOLIAGE KING, INC., desiring to organize under the laws of the State of Florida with its principal office at 3594 South Ocean Boulevard, #705, Highland Beach, Florida 33487, has named Robert Loring, of 3594 South Ocean Boulevard, #705, Highland Beach, Florida 33487, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been made to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 8th day of May, 1998.

ROBERT LORING, Resident Agent ARRY OF STATE ORING.