

**MARY HOERBER MILIAN, ATTORNEY AT LAW**

1825 PONCE DE LEON BOULEVARD, #296

CORAL GABLES, FLORIDA 33134

305-667-0399

Fax: 305-667-7758

P98000053046

April 29, 1998

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

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-06/11/98--01042--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FOUR SEASONS POTTER, Inc.

Dear Sir or Madam:

Enclosed please find for filing the original Articles of Incorporation and the Registered Agent's Acceptance of Designation for Four Seasons Potter, Inc. We have also enclosed a copy of same along with our check in the amount of \$122.50, representing the filing fee, certified copy, and Registered Agent designation fees. The aggregate number of shares which the corporation is authorized to issue is ten (10) and shall be at a par value of \$50.00 per share.

We trust we have now met all the requirements for setting up a Florida for profit corporation, but if you have any questions, please contact the undersigned at (305) 667-0399.

Very truly yours,

*Mary Hoerber Milian*

MARY HOERBER MILIAN

MHM/meh  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

**ARTICLE ONE**

The name of the corporation is Four Seasons Potter, Inc. and its mailing address is 5805 Audubon Manor Drive, Lithia, Florida 33547.

**ARTICLE TWO**

The duration of the corporation is perpetual.

**ARTICLE THREE**

The general purposes for which the corporation is organized are:

1. To provide indoor and outdoor flowering potted plants for residential and/or commercial clients.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

The aggregate number of shares which the corporation is authorized to issue is ten (10). Such shares shall be of a single class, and shall be of a par value of \$50.00 per share.

## **ARTICLE FIVE**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferrable only to natural persons, and who are not nonresident aliens.

## **ARTICLE SIX**

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

## **ARTICLE SEVEN**

The street address of the initial registered office of the corporation is 1825 Ponce de Leon Boulevard, #296, Coral Gables, Florida 33134. The name of its initial registered agent for the corporation is MARY HOERBER MILIAN, attorney-at-law.

## **ARTICLE EIGHT**

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Laurie Echols	2835 Falling Leaves Drive Valrico, Florida 33594
Patricia L. Zumpano	5805 Audubon Manor Boulevard Lithia, Florida 33547

**ARTICLE NINE**

A majority vote of directors for effective director action is required at all directors' meetings.

**ARTICLE TEN**

The name of each person who is to serve as an initial officer of the corporation is:

NAME	OFFICE
Laurie Echols	President
Patricia L. Zumpano	Secretary/Treasurer

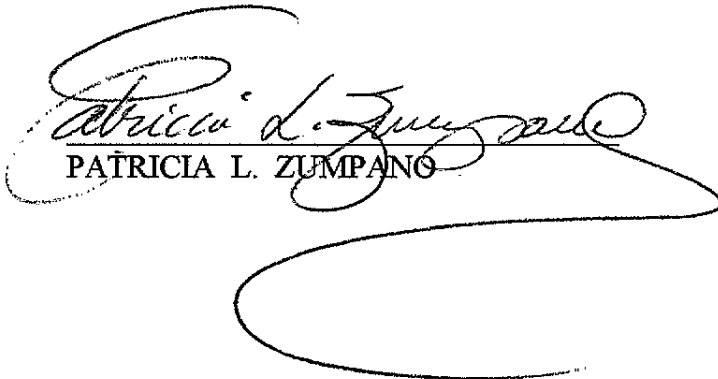
**ARTICLE ELEVEN**

The name and address of each incorporator is:

NAME	ADDRESS
Patricia L. Zumpano	5805 Audubon Manor Blvd. Lithia, Florida 33547

Executed by the undersigned at Hillsborough County, Florida, on 15 day of May, 1998.

SES\MEH\ARTICLES

  
PATRICIA L. ZUMPANO

RE: FOUR SEASONS POTTER, Inc.

**REGISTERED AGENT'S ACCEPTANCE OF DESIGNATION**

I, MARY HOERBER MILIAN, attorney-at-law, of 1825 Ponce de Leon Boulevard, Coral Gables, Florida 33134, having been named as Registered Agent and to accept service of process for the corporation, FOUR SEASONS POTTER, Inc. at the place designated in Article Seven of the Articles of Incorporation, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 1<sup>st</sup> day of May, 1998.

  
MARY HOERBER MILIAN

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CLERK OF STATE  
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