

JOHN H. TEST, P.A.
Attorney At Law
9400 S. Dadeland Boulevard
Suite 300
Miami, Florida 33156

Sandra L. Test

John H. Test
(1928-1983)

(305) 670-4551
FAX (305) 670-4847

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December 9, 1998

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of SUNSET EAST FARM, INC.

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for Sunset East Farm, Inc., and a check in the amount of \$87.50 from this firm to cover the following charges:

- | | |
|--------------------------|---------|
| 1. Filing Fee | \$70.00 |
| 2. Certified Copy | 8.75 |
| 3. Certificate of Status | 8.75 |

Also enclosed is a copy of the Articles of Incorporation , please date stamp the copy acknowledging receipt and return them to our office in the enclosed self-addressed stamped envelope.

Thank you for your cooperation in this matter, should require anything further please do not hesitate to contact the office.

Sincerely,

Vicky Miller

Vicky Miller
Legal Assistant to
Sandra L. Test

:vm

Encl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/12/98
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**ARTICLES OF INCORPORATION
OF
SUNSET EAST FARM, INC.**

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida, and hereby state the Articles as follows:

ARTICLE I

The name of this Corporation shall be:

SUNSET EAST FARM, INC.

and its initial post office address is:

P.O. Box 960722
Miami, Florida 33296

and its principal office for the conduct of business is:

12283 SW 207 Avenue
Miami, Florida 33196

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general purpose of the Corporation is to engage in any activities and/or businesses permitted under the laws of the United States and the State of Florida, including but not limited to the operation and management of a farm and plant nursery, and the sale of plants on a retail and/or wholesale basis.

ARTICLE III

The term for which this Corporation shall exist shall be perpetual commencing on the filing of these Articles of Incorporation with the Secretary of the State of Florida and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this Corporation within the limitations prescribed by law.

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person. *SD*

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TALLAHASSEE, FLORIDA

ARTICLE IV

The Corporation is authorized to issue 1000 shares of common stock, all of one class, at no par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the stockholders at a meeting duly held and convened.

ARTICLE V

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, but shall never be less than one (1).

The name and street address of the initial Directors of the Corporation are:

NAME	ADDRESS
SHEREE DI BERNARDO	12283 SW 207 Avenue Miami, Florida 33196
JEFFREY DI BERNARDO	12283 SW 207 Avenue Miami, Florida 33196

Said Directors are of full adult age and citizens of the United States of America. The aforesaid Directors shall hold their respective offices until the first Annual Meeting of the Stockholders, or until their successors are elected.

ARTICLE VI

The name and address of the Incorporator signing these Articles of Incorporation are Sheree Di Bernardo, 12283 SW 207 Avenue, Miami, Florida 33196.

ARTICLE VII

No contract, act or transaction of this Corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. SD

ARTICLE VIII

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE IX

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

ARTICLE X

The Stockholders of this Corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XI

The Stockholders and Directors of this Corporation may take action by written consent as provided by law.

ARTICLE XII

The Corporation shall indemnify each officer and director, and each former officer and director, to the full extent permitted by law when made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of SUNSET EAST FARM, INC. this 9th day of December, 1998.



SHEREE DI BERNARDO, Incorporator

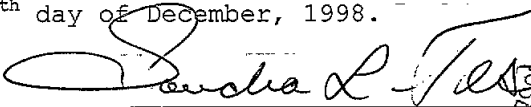
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

1. SUNSET EAST FARM, INC. hereby designates the following registered agent and her office for service of process:

SANDRA L. TEST, ESQ.
9400 S. Dadeland Blvd., Ste. 300
Miami, FL 33156

2. The undersigned registered agent is familiar with and accepts the duties and responsibilities as registered agent for said Corporation.

Dated this 9th day of December, 1998.



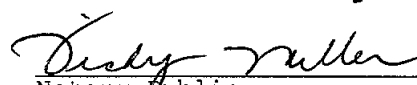
SANDRA L. TEST

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared SHEREE DI BERNARDO, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of SUNSET EAST FARM, INC., and she acknowledged before me that she executed those Articles of Incorporation, that the form of identification is personal knowledge, and that an oath was taken.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of December, 1998.



Notary Public
State of Florida at Large
My Commission Expires:

