

P98000105064

PLANTATION SPICE GROWERS

PO BOX 204

GOUDLS, FL. 33170

305-257-2306

305-257-5959 FAX

FILED
98 DEC 17 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS
NEW FILINGS 6327
TALLAHASSEE, FL 32314

DEC. 14, 1998

RE: NEW FILINGS / FILING OF ARTICLES OF INCORPORATION ON PLANTATION
GROWERS, INC.

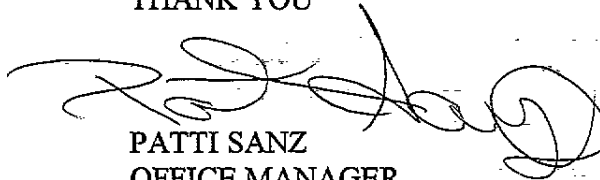
DEAR SIRs,

900002715029-
-12/17/98--01109--008
*****87.50 *****87.50

ENCLOSED PLEASE FIND A CHECK IN THE AMOUNT OF \$87.50, \$78.75 FOR THE
FILING FEE AND \$8.75 FOR A CERTIFICATE OF STATUS.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT ME AT THE ABOVE NUMBER.

THANK YOU


PATTI SANZ
OFFICE MANAGER

F. CHESSEB DEC 18 1998

ARTICLES OF INCORPORATION
OF
PLANTATION GROWERS , INC.

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

ARTICLE I

The name of the corporation shall be Plantation Growers Inc., hereinafter referred to as the Corporation. The principal and main mailing address is as follows:

P.O. BOX 204
GOULDS, FLORIDA 33170

ARTICLE II

The duration of this corporation shall be that it exist perpetually.

ARTICLE III

The purpose of the Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes; including but not limited to the following:

A) To grow, propagate, purchase, distribute and market flowering tropical ornamental trees, shrubs, vines, specialty herbs & peppers.

B) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

C) To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

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D) To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental unites.

E) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

F) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specified event, whether secured by mortgage or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

G) To purchase, hold, sell and transfer shares of its own Capital Stock, provided that it shall purchase its own shares of Capital Stock only from the surplus of its assets over its liabilities, including Capital Stock; and provided further that shares of its own Capital Stock so purchased and owned by it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

H) To hold, purchase and convey real and personal property and to mortgage or lease the same, regardless of said property's location.

I) To construct, reconstruct, alter and remove any building or buildings situated on any real estate owned in fee by the Corporation or by others, or held under lease of contract or otherwise by this Corporation or by any other person, association or corporation.

J) To acquire by purchase, subscription or otherwise, and to hold for investment, and to hold, own, sell, vote and handle shares of stock in other corporation.

K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers enumerated in the Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise, and in general either alone or

in association with other corporations, firms or individuals, to carry on any business necessary or incidental to the accomplishment of the purposes, or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any Amendment thereof.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of common stock at One Dollar (\$1.00) per share each, which shares shall be designated "Common Shares".

ARTICLE V

The initial registered agent for this corporation is Charles Smoleny and the initial registered office is 21650 S.W. 137th Avenue, Goulds Florida 33170.

ARTICLE VI

This corporation shall have one (1) director initially. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VII

The name and street address of each member of the first board of directors is:

President	Charles J. Smoleny	P.O. Box 204 Goulds, Florida 33170
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He shall hold office until the first annual meeting of stockholders.

ARTICLE VIII

The name and street address of the incorporator is:

Charles J. Smoleny
P. O. Box 204
Goulds, Florida 33170

ARTICLE IX

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 stock holders, and approved at a stockholders meeting by a majority of the stockholders entitles to vote thereon, unless all the

directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Dated this 10th day of Dec., 1998.


Charles J. Smoleny, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

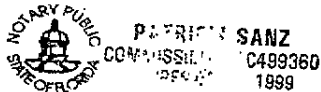
STATE OF FLORIDA)

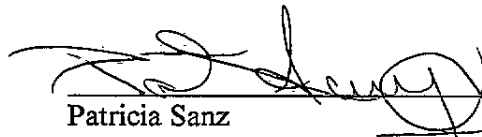
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COUNTY OF DADE)

The foregoing instrument was acknowledged before me on the 10th day of Dec., 1998, by Charles J. Smoleny, as President, respectively, of Plantation Spice Growers Nursery, Inc., who is personally known to me and who did not take an oath.

My Commission Expires:




Patricia Sanz
Notary Public, State of Florida at Large



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


CHARLES SMOLENY