



THE UNITED STATES
CORPORATION
COMPANY

P99000035914

99 APR 20 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 211069 158324A

AUTHORIZATION :

COST LIMIT : \$ 70

Patricia Pyjuts

ORDER DATE : April 20, 1999

ORDER TIME : 10:25 AM

600002844806--0

ORDER NO. : 211069-005

CUSTOMER NO: 158324A

CUSTOMER: Jeffrey B. Homer, Esq
JEFFREY B. HOMER, P.A.
JEFFREY B. HOMER, P.A.
7931 S.w. 45th Street

Fort Lauderdale, FL 33328-3099

DOMESTIC FILING

NAME: HORTICULTURAL CREATIONS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 4/26/99 ✓

RECEIVED
XX
99 APR 20 AM 11:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HORTICULTURAL CREATIONS, INC.
A FLORIDA CORPORATION

FILED
99 APR 20 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of the corporation is:

HORTICULTURAL CREATIONS, INC.

ARTICLE TWO. NAME

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE FOUR. STATE CAPITAL

The corporation is authorized to issue Five Thousand (5,000) shares of common stock, all at one class, at ONE DOLLAR (\$1.00) par value.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of

Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE. BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have four (4) directors initially.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, and who have qualified shall be:

<u>Name</u>	<u>Address</u>
MICHAEL A. MOBERG	1111 NW 74th Way Plantation, Florida 33313
SUSAN G. EDGAR	12850 W. State Road 84 #7 Fort Lauderdale, Florida 33325
ERIC A. MOBERG	2659 SW 73rd Way Davie, Florida 33314
DONALD S. MOBERG	2659 SW 73rd Way Davie, Florida 33314

ARTICLE SIX. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE SEVEN. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE EIGHT. AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or any special meeting of the stockholders called for that purpose.

ARTICLE NINE. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name

Address

DONALD S. MOBERG

2659 SW 73rd Way
Davie, Florida 33314

ARTICLE TEN. OFFICERS

The Officers of the corporation shall be a chairperson of the Board of Directors, president, vice president, secretary, and

treasurer and such other officers as may be provided in the Bylaws.

The names and addresses of the persons who are to serve as officers of the corporation at the time of this filing are:

PRESIDENT/CHAIRPERSON OF THE BOARD OF DIRECTORS	DONALD S. MOBERG 2659 SW 73rd Way Davie, Florida 33314
VICE PRESIDENT/TREASURER	ERIC A. MOBERG 2659 SW 73rd Way Davie, Florida 33314
SECRETARY	MICHAEL A. MOBERG 1111 NW 74th Way Plantation, Florida 33313

The directors of the corporation are the representatives named in Article Five.

ARTICLE ELEVEN. DISSOLUTION

In the event of dissolution, the residual assets of corporation will be turned over to the shareholders in proportion to the number of shares held on the date of dissolution.

ARTICLE TWELVE. RESTRICTION ON TRANSFER OF SHARES

To preserve the integrity of ownership and management of the corporation, all shares of stock of this corporation are issued subject to a shareholder agreement and the following restriction on the transfer of the shares and registration of transfer of shares of stock in the corporation. Any shareholder who wishes to transfer his or her shares of stock in this corporation, must first give the corporation and its Board of Directors first right of refusal to acquire all or part of the stock that is to be transferred. This provision is authorized by the Board of Directors pursuant to Florida Statutes Section 607.0627 (1997).

ARTICLE THIRTEEN. DESIGNATION OF REGISTERED

AGENT AND REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation, principal address and mailing address is:

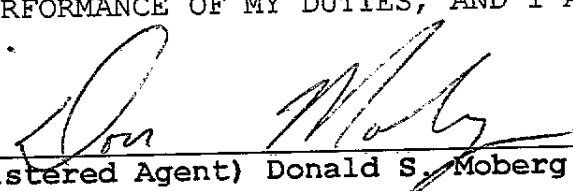
HORTICULTURAL CREATIONS, INC.
2659 SW 73rd Way
Davie, Florida 33314

2. The name and address of the registered agent and office:
(The mailing address shall be the same as the registered agent address.)

DONALD S. MOBERG
2659 SW 73rd Way
Davie, Florida 33314

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT SUCH DUTIES AND OBLIGATIONS.

SIGNATURE

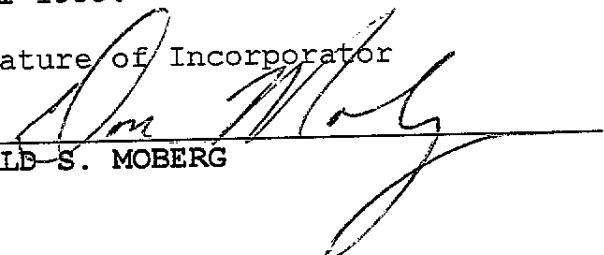

(Registered Agent) Donald S. Moberg

DATE:

4/16/99

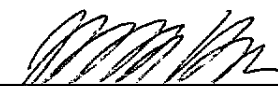
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16th day of April 1999.

Signature of Incorporator


DONALD S. MOBERG

STATE OF FLORIDA)
COUNTY OF BROWARD) SS.:

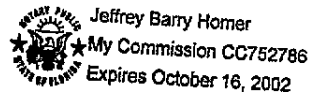
The foregoing instrument was acknowledged before me this
16th day of April 1999, by DONALD S. MOBERG, who has produced a
Florida Driver's License as identification, and acknowledged
before me that he executed the Articles of Incorporation as the
Incorporator.



Notary Public, State of Florida at Large


Print Name: Jeffrey Homer

My Commission Expires:
My Commission Number:



STATE OF FLORIDA)
COUNTY OF BROWARD) SS.:

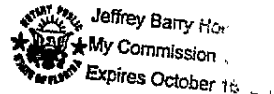
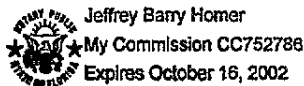
BEFORE ME, a Notary Public, personally appeared DONALD S.
MOBERG, who has produced a Florida Driver's License as
identification and acknowledged before me that he executed the
foregoing as the registered agent. April 16, 1999



Notary Public, State of Florida at Large

Print Name: Jeffrey Homer

My Commission Expires:
My Commission Number:



C:\WPWIN\WEDOCS\APRIL\HORTICUL\ARTICLES

FILED
99 APR 20 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA