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

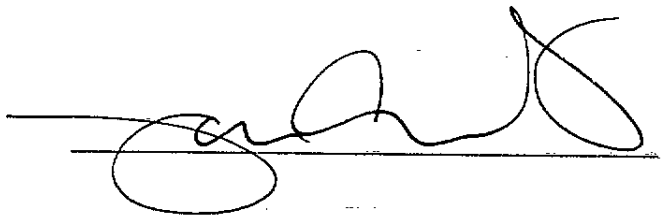
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\*\*\*\*\*78.50 \*\*\*\*\*78.50

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for HOMEGARDEN  
INC. along with a check in the amount of \$70.00  
for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to  
me with the filing date stamped on it.

Thank you,



CARDET  
BOX 141182  
C.G. FL. 33114

FILED  
99 APR 23 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 28 1999

ARTICLES OF INCORPORATION  
OF  
HOME GARDEN, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form for profit under Chapter 607 of the Florida Statutes.

ARTICLE I-NAME

The name of the Corporation is **HOME GARDEN, INC.** (hereinafter, "Corporation.").

ARTICLE II-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III-PRINCIPAL OFFICE

The address of the principal office of this Corporation is 216 Catalonia Avenue, Suite 105, Coral Gables, Florida 33134.

ARTICLE IV-INCORPORATOR

The name and address of the incorporator of this Corporation is:

Jose A. Cardet  
216 Catalonia Avenue  
Suite 105  
Coral Gables, Florida 33134

ARTICLE V-OFFICERS

The officers of the Corporation shall be:

President: Ligia Sosa  
Secretary: Ligia Sosa  
Treasurer: Ligia Sosa

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TALLAHASSEE, FLORIDA

Whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE VI-DIRECTORS

The Director of the Corporation shall be:

Ligia Sosa

Whose address shall be the same as the principal office of the Corporation.

## ARTICLE VII-CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE VIII-SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE IX-SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE X-POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Article of Incorporation.

#### ARTICLE XI-TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE XII-REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE XIII-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is Jose A. Cardet Located at 216 Catalonia Avenue, Suite 105, Coral Gables, Florida 33134. The name and the address of the registered agent of this Corporation is Jose A. Cardet, 216 Catalonia Avenue, Suite 105, Coral Gables, Florida 33134.

#### ARTICLE XIV-BYLAWS

The Board of Director(s) of the corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

#### ARTICLE XV-EFFECTIVE DATE

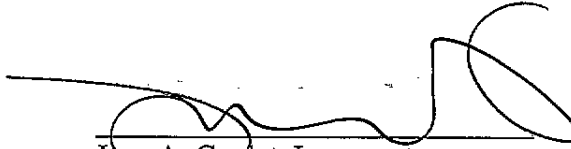
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE XVI-AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable

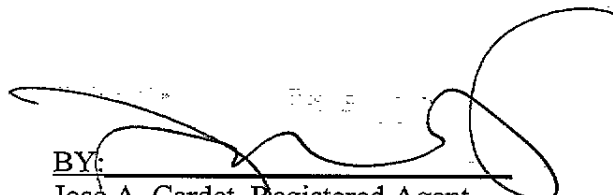
statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21 day of April, 1999.

  
\_\_\_\_\_  
Jose A. Cardet, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF INCORPORATION**

Jose A. Cardet, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
\_\_\_\_\_  
BY: Jose A. Cardet, Registered Agent

FILED  
99 APR 23 AH 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA