

Division of Corporations

P99000052935

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Florida Department of State
Division of Corporations
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To:

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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
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FLORIDA PROFIT CORPORATION OR P.A.
TROIPLANTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TROPIPLANTS, INC.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **TROPIPLANTS, INC.** The address of the initial principal office and the mailing address of this corporation is 14201 S. W. 216th Street, Miami, FL. 33170

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in all aspects of horticulture and agriculture and to engage in, conduct and transact any and all lawful business.

ARTICLE III DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, of no par each. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property or benefit to this corporation.

Filed by:
Owen S. Freed
Florida Bar No. 26515
Stearns Weaver Miller et al
150 W. Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
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ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Address

Owen S. Freed

Suite 2200, 150 West Flagler St.
Miami, Florida, 33130

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The names and addresses of the members of the initial Board of Directors of this corporation are:

Name

Address

Miguel A. Costa

14201 S. W. 216th Street
Miami, FL. 33170

Michael E. Costa

14201 S. W. 216th Street
Miami, FL. 33170

Jennifer C. Costa

14201 S. W. 216th Street
Miami, FL. 33170

ARTICLE VIII - OFFICERS

This corporation shall initially have a President, Vice President and a Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:

Vice President:

Secretary:

Michael E. Costa

Jennifer C. Costa

Jennifer C. Costa

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IX ARTICLE - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Owen S. Freed

Suite 2200
150 West Flagler Street
Miami, FL. 33130

ARTICLE X - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in the directors and the shareholders of this corporation jointly.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of June, 1999.



Incorporator

+--+--+--+--+--+--+--+--+

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **TROPIPLANTS, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 10th day of June, 1999.



Owen S. Freed
Registered Agent

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