

P99000053283

March 25, 1999

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

800002821628--3
-03/23/99--01081--006
****122.50 *****78.75

Re: AMERICA WHOLESale NURSERY, INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the address below.

Sincerely,



Michael Dwyer, Attorney for Eiji Nishiji and
America Wholesale Nursery, Inc.
5965 Southwest 8th Street
Miami, Florida 33144
1-305-264-4456

Encl: (1) copy of Articles
check for \$ 122.50

FILED
99 JUN 11 PM 6:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-11-99
WS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 22, 1999

MICHAEL DWYER, ESQ.
5965 SW 8TH STREET
MIAMI, FL 33144

SUBJECT: AMERICA WHOLESALE NURSERY, INC.
Ref. Number: W99000007909

We have received your document for AMERICA WHOLESALE NURSERY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon L Philman
Document Specialist Supervisor

Letter Number: 599A00016717

ARTICLES OF INCORPORATION
OF
ALL AMERICAN WHOLESALE NURSERY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: ALL AMERICAN WHOLESALE NURSERY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

ALL AMERICAN WHOLESALE NURSERY, INC.
18620 Southwest 93rd Avenue
Miami, Florida 33157

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TALLAHASSEE, FL 32399

ARTICLE III SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent and the street address of the initial registered office of the corporation shall be:

EIJU NISHIJU
18620 Southwest 93rd Avenue
Miami, Florida 33157

ARTICLE V INCORPORATORS

The name and address of the incorporators are:

CALVIN MICHAEL EDENS
25600 Southwest 129th Avenue
Miami, Fl. 33170

EIJI NISHIJI
18620 Southwest 93rd Avenue
Miami, Fl. 33157

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
25th day of May, 1999.

Incorporators:

Calvin Michael Edens
Calvin Michael Edens

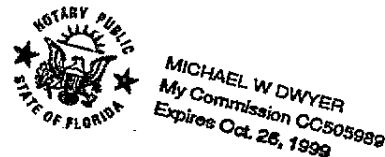
Eiji Nishiji
Eiji Nishiji

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 25th day of
May, 1999, by Calvin Michael Edens and Eiji Nishiji, who have produced the following type
of identification, a Florida Drivers License # E-552-113-55-471-0

Eiji Nishiji is personally known to me.

Michael W. Dwyer
Notary Public
State of Florida
My Commission Expires: OCT. 26, 1999



CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF § 607.0501, 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.

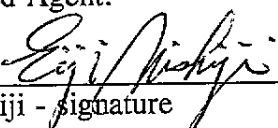
1. The name of the corporation is: ALL AMERICAN WHOLESALE NURSURY, INC.
2. The name and address of the registered agent and office is:

EIJI NISHIJI
18620 Southwest 93rd Avenue
Miami, Florida 33157

ACCEPTANCE:

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment
as Registered Agent and agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete performance of my duties, and I
am familiar with and accept the obligations of my position as registered agent.

Registered Agent:


Eiji Nishiji - signature

6-8-99
date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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TALLAHASSEE, FLORIDA