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Please reply to: Coral Gables

July 7, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/09/99-01026-004
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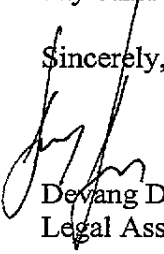
Re: Anderson Nursery Farms, Inc.
Our File No.: 754.30652

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for Anderson Nursery Farms, Inc., for filing as well as our firm's check number 1508, in the sum of \$78.75 which represents the filing fee for the Articles of Incorporation.

Following your receipt and review of this correspondence and enclosure, please contact me with any other further information you may require.

Sincerely,


Devang Desai
Legal Assistant

Encls.

cc: Eric Andersen,
Anderson Nursery Farms, Inc.

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99 JUL -9 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANDERSEN NURSERY FARMS, INC.

I, the undersigned incorporator, hereby makes, subscribes and acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:
ANDERSEN NURSERY FARMS, INC.

ARTICLE II
EXISTENCE

This corporation shall have perpetual existence, and its existence shall commence at the date and time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III
PURPOSE

The purposes and general nature of the business to be conducted and transacted by the corporation shall be to do and transact any and all business as permitted under the laws of the State of Florida, under the General Corporation Act of the State of Florida and pursuant to the laws of the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove identified, specified or referred to, and to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon this corporation, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV **CAPITAL STOCK**

- (1) The aggregate number of shares which this corporation shall have authority to issue is 10,000 and such shares are to consist of only one class, namely Common Stock, and that the par value of each of the shares shall be \$1.00.
- (2) Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders.
- (3) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.
- (4) All or any part of the Common Stock may be issued for such consideration, whether in cash, in property, or in labor or service at a fair valuation not less than the par value of the shares issued therefor, as shall be fixed by the Board of Directors. All stock when issued shall be paid for and shall be non-assessable.
- (5) The holders of the Common Stock of this corporation shall have the preemptive rights to subscribe for and to purchase their proportionate share of any additional stock issued by this corporation from and after the issuance of the shares originally subscribed for by the shareholders of this corporation, whether such shares are to be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized will be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE V **CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than \$100.00.

ARTICLE VI **PRINCIPAL OFFICE**

The principal office of this corporation shall be located at:

26301 SW 187th Avenue, Homestead, Florida 33031

with the privilege of having other office locations within and out of the State of Florida.

ARTICLE VII **BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) nor more than fifteen (15) members, the number of same to be fixed by the shareholders or by the corporate By-Laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the By-Laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII **INITIAL BOARD OF DIRECTORS**

The initial board of directors, who shall, subject to these Articles of Incorporation, corporate By-Laws and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until the successors shall have been elected and qualified, are:

ERIC ANDERSEN

ARTICLE IX **INCORPORATORS**

The name and address of each subscriber to these Articles of Incorporation is:

ERIC ANDERSEN, 26301 SW 187th Avenue, Homestead, Florida 33031

The subscriber to these Articles of Incorporation shall be issued, and agrees to take, 100 shares of Common Stock, and the subscriber shall contribute that capital for which this corporation shall begin business.

ARTICLE X **OFFICERS**

The initial officers of the corporation, until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

President	ERIC ANDERSEN
Secretary	ERIC ANDERSEN
Treasurer	ERIC ANDERSEN

ARTICLE XI

OFFICE OF REGISTERED AGENT

The initial registered office of this corporation shall be at, and the name of its initial registered agent at such address shall be: MARK R. ANTONELLI, ESQ., 420 South Dixie Highway, Third Floor, Coral Gables, Florida 33146.

ARTICLE XII

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property or in shares of the common stock of the corporation.

ARTICLE XIII

TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he, she or such firm is so interested, shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation and shall authorize any such contract or transaction, with like force and effect as if he or she were not such officer or director of such other corporation or not so interested.

ARTICLE XIV

BY-LAWS

(1) The powers to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Laws or amendment thereto as adopted by the Board of Directors may be altered, amended or

repealed by the vote of the shareholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the shareholders. A By-Law which has been altered, amended or repealed by such vote of the shareholders may not be altered, amended or repealed by a vote of the directors until two (2) years shall have expired since such action by vote of such shareholders.

(2) The By-Laws of this corporation shall be for the government of this corporation and may contain any provision or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE XV
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in a manner now or hereinafter prescribed by Statute, and all rights conferred upon the shareholders herein are subject to this reservation.

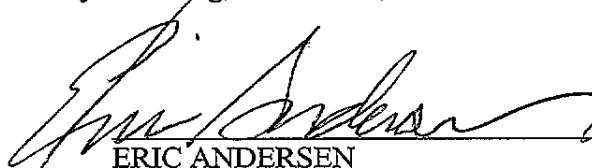
ARTICLE XVI
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process on behalf of this corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of the law pertaining thereto.


MARK R. ANTONELLI, ESQ.

ARTICLE XVII
ACKNOWLEDGEMENT OF INCORPORATORS

I, the undersigned incorporator duly acknowledges the formation of this corporation, and acknowledges that I have subscribed to these Articles of Incorporation, and that the information contained herein is true and correct to the best of my knowledge and belief.


ERIC ANDERSEN

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me the undersigned authority personally appeared ERIC ANDERSEN, who swears and deposes that he has subscribed to these Articles of Incorporation and that the information contained therein is true and correct to the best of his knowledge and belief.

SWORN TO and SUBSCRIBED before me this 25th day of June 1999.



KIMBERLY NORWOOD
COMMISSION # CC 691601
EXPIRES NOV 28, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Kimberly Norwood

NOTARY PUBLIC



Personally known by me, or
Produced Identification:

Type of Identification