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Osvaldo R. Orozco
Attorney at Law
122 Minorca Avenue
Coral Gables, Florida 33134

FILED
99 AUG 18 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tel.: (305) 856 3733

Fax: (305) 856 4342

August 17, 1999

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

100002963541--3

-08/18/99--01073--018

140.00 **70.00

Re: Starter Plants, Inc.

Leonard's Nursery, Inc.

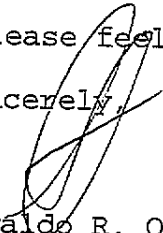
Dear Sir or Madam:

Please find enclosed articles of incorporation for the above referenced corporations and a copy of each for your to stamp and return to us in the self-addressed stamped envelope we have enclosed.

Enclosed is my check in the amount of \$140.00 to cover your fees.

Should you have any questions, please feel free to call me.

Sincerely,


Osvaldo R. Orozco

ORO/ec
encls.

VIA FEDERAL EXPRESS

**ARTICLES OF INCORPORATION OF
STARTER PLANTS, INC.**

ARTICLE I. NAME

The name of this corporation shall be Starter Plants, Inc.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved as permitted by law.

ARTICLE III. COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these articles.

ARTICLE IV. PURPOSE

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue a maximum of One Thousand (1000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors.

ARTICLE VI. PRE-EMPTIVE RIGHTS

All shareholders, regardless of whatever class of stock, shall have the right to purchase, in proportion to their interest held in the corporation, any issuance of stock by the corporation prior to the sale of that stock to others.

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**ARTICLE VII. INITIAL REGISTERED AGENT, INITIAL
REGISTERED OFFICE AND MAILING ADDRESS OF CORPORATION**

The corporation's initial registered agent and registered office in the State of Florida shall be:

Mr. Steve Leonard
14260 S.W. 136th Street #15
Miami, Florida 33186

The mailing address and principal office of the corporation shall be 14260 S.W. 136th Street #15, Miami, Florida 33186.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Mr. Steve Leonard
14260 S.W. 136th Street #15
Miami, Florida 33186

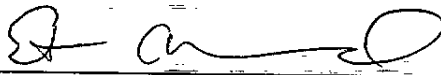
ARTICLE IX. INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1). The name and address of the director constituting the initial board of directors is:

Mr. Steve Leonard
14260 S.W. 136th Street #15
Miami, Florida 33186

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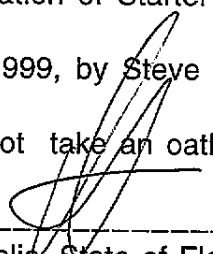
IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have executed these articles of incorporation at Miami, Dade County, Florida, on this 13th day of August, 1999;



Steve Leonard

STATE OF FLORIDA)
:SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation of Starter Plants, Inc. were acknowledged before me this 13 day of August, 1999, by Steve Leonard as Incorporator, who is personally known to me and who did not take an oath.

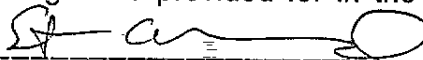


Notary Public, State of Florida

OSVALDO R. OROZCO
COMMISSION # CC 567689
EXPIRES AUG 20, 2000
BONDED THROUGH ATLANTIC BONDING CO. INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Starter Plants, Inc., at the place designated in the Articles of Incorporation, Steve Leonard agrees to act in this capacity, agrees to comply with the provisions of law relative to such office, and is familiar with, and accepts the obligations provided for in the Florida Statutes.



Steve Leonard