

P99000084422

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Overseas Nursery &
Landscape Company, Inc

800002994628-4

-09/23/99-01036-002

*****78.75 *****78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE OF INCORPORATION
TALLAHASSEE, FLORIDA

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
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UCC 11 Retrieval _____
Courier _____

Signature _____

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EFFECTIVE DATE

9/20/99

ARTICLES OF INCORPORATION

OF

FILED
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DIVISION OF CORPORATIONS

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OVERSEAS NURSERY & LANDSCAPE COMPANY, INC.

This is to certify that the undersigned subscriber, competent to contract, does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and amendments thereof, for the purposes and under the corporate name hereinafter mentioned, and to that end, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be:

OVERSEAS NURSERY & LANDSCAPE COMPANY, INC.

The principal place of business of this corporation shall be:

OVERSEAS NURSERY & LANDSCAPE COMPANY, INC.
US 1 and Sawyer Drive
Cudjoe Key, Florida 33042

The mailing address shall be:

OVERSEAS NURSERY & LANDSCAPE COMPANY, INC.
1327 Duncan Street
Key West, Florida 33040

This corporation may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in

any and all foreign countries, and may have one or more offices in any of the said places of business.

ARTICLE II DURATION

The corporation shall exist in perpetuity.

ARTICLE III PURPOSE

This corporation has been formed for the purpose of any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV REGISTERED AGENT AND OFFICE

The name of the initial registered agent for the corporation shall be :

JEFFREY W. DEAN, a resident of the State of Florida.

The street address of the initial Registered Agent of the corporation and Registered Office of the corporation is:

Jeffrey W. Dean
1327 Duncan Street
Key West, Florida 33040

ARTICLE V CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share, which shall be designated "Common Shares."

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than TEN (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator(s) at the organizational meeting. Fractional shares of stock may be issued.

Any amount of shares of stock authorized to be issued, but not specifically subscribed for or otherwise issued, shall be kept by the corporation as Treasury Stock.

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each having one vote. Stockholders of the corporation shall have a preemptive right to purchase treasury or unissued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the board of directors.

There shall be a provision in the By-Laws of the corporation providing that in the event any stockholder of this corporation shall choose to sell any of his shares of stock, that the offer of sale shall first be made to the corporation, in writing, and shall be open for at least sixty (60) days, with valuation based on the formulation set forth in the By-Laws, or on current book value as determined by the accountant, if the By-Laws fail to provide the method of valuation.

There shall be a provision in the By-Laws of the corporation providing that said corporation shall elect under the provisions of Section 1362, Internal Revenue Code, to be treated as a "small business corporation" for income tax purposes, (i.e. "S Corporation" Election).

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The business of said corporation shall be conducted by a Board of Directors. The corporation shall have Two (2) Directors initially. The number of Directors may be increased from time to time by the By-Laws adopted by the corporation and the following officers, to-wit: A President, a Vice-President, a Secretary, and a Treasurer, may be held by one and the same person. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the said officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of the annual stockholders meeting. The names and address of the initial Directors who are to conduct the business of the corporation and who shall hold office for the first year of the corporation, or until successors are elected, is as follows:

Cynthia V. Dean, President & Treasurer
c/o Overseas Nursery & Landscape COMPANY, INC.
1327 Duncan Street
Key West, Florida 33040

Jeffrey W. Dean, Vice President & Secretary
c/o Overseas Nursery & Landscape COMPANY, INC.
1327 Duncan Street
Key West, Florida 33040

**ARTICLE VII
INCORPORATORS**

The names and street address of the subscriber to these Articles of Incorporation is:

Jeffrey W. Dean
1327 Duncan Street
Key West, Florida 33040


**ARTICLE VIII
AMENDMENTS**

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of acknowledgment of these Articles of Incorporation by the Secretary of State.

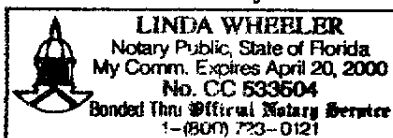
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of September, 1999.

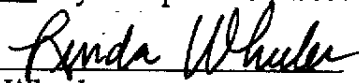

Jeffrey W. Dean

STATE OF FLORIDA)
COUNTY OF MONROE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Jeffrey W. Dean personally known to me or who provided personally known as identification to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and s/he acknowledged before me that s/he subscribed to these Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of September, 1999.




Linda Wheeler
Notary Public, State of Florida

My Commission Expires: 4/20/2000

SEAL

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
FOR ACCEPTING SERVICE OF PROCESS WITHIN STATE OF FLORIDA FOR**

OVERSEAS NURSERY & LANDSCAPE COMPANY, INC.

IN COMPLIANCE WITH Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

OVERSEAS NURSERY & LANDSCAPE COMPANY, INC., a corporation desiring to organize and qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, to wit; 1327 Duncan Street, Key West, Florida 33040, has named as its resident agent for receiving service of process within the State of Florida:

Jeffrey W. Dean
c/o Overseas Nursery & Landscape Company, Inc.
1327 Duncan Street
Key West, Florida 33040

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SECRETARY OF STATE
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ACKNOWLEDGMENT

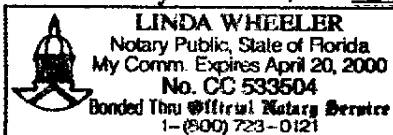
STATE OF FLORIDA)
COUNTY OF MONROE)

BEFORE ME, this day personally appeared JEFFREY W. DEAN, who being first duly sworn, deposes and says that having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, he hereby accepts said designation as resident agent on behalf of OVERSEAS NURSERY & LANDSCAPE COMPANY, INC. and acknowledges that he is over the age of 21 years, a resident of the State of Florida and that he will accept service of process on behalf of said corporation and will accept the same at his address of 1327 Duncan Street, Key West, Florida 33040.

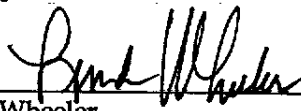
FURTHER, he agrees to comply with the provisions of all statutes relative to the proper performance of a registered agent.


JEFFREY W. DEAN
Registered Agent for
OVERSEAS NURSERY & LANDSCAPE COMPANY, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of September, 1999.



My Commission Expires: 4/20/2000


Linda Wheeler
Notary Public, State of Florida

LINDA B. WHEELER, ESQ.
ATTORNEY AT LAW
1213 White Street
Key West, Florida 33040

(SEAL)