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Jay D. Asbury, P.A.  
Attorney at Law

P.O. Box 848  
234 N. Summit Street  
Crescent City, Florida 32112

Telephone (904) 698-1970  
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September 20, 1999

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

600002393206-2

-09/22/99-01018-007

\*\*\*\*122.50 \*\*\*\*78.75

RE: CDB INC.  
Our File No. 99-116

Gentlemen:

Enclosed please find the Articles of Incorporation of CDB INC., and the Certificate of Designating Registered Agent, together with this firm's check in the amount of \$122.50, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Very truly yours,

Patti

Patti  
Secretary to Jay D. Asbury

encls.

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SECRETARY OF STATE  
TALLAHASSEE, FL 32314

9-28  
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ARTICLES OF INCORPORATION

OF \_\_\_\_\_

CDB INC. \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, competent to contract, hereby associates himself for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be CDB INC. and its principal place of business shall be 274 E. Main St., Route 1, Box 2, Pomona Park, FL 32181, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is CARL DAVID BROWN, physical address is 274 E. Main St., Pomona Park, FL 32181 and mailing address is Route 1, Box 2, Pomona Park, FL 32181.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida and to engage in the business of raising, cutting, marketing and selling various types of fern, ornamental plants and foliage. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, market, and in all other ways, (whether like,

or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

#### ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is One thousand (1000) shares, which shall be common stock with no par value.

#### ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$ 1,000.00.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial board of Directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial Board of Directors of the corporation is:

CARL DAVID BROWN, Route 1, Box 2, Pomona Park, FL 32181

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the person who will serve as officer of this corporation is:

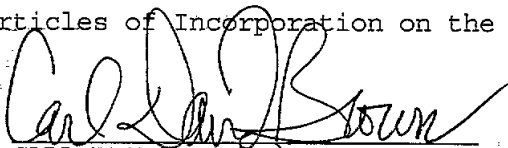
CARL DAVID BROWN

President/Director

ARTICLE VIII - ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have executed these Articles of Incorporation on the 17th day of ~~August~~ <sup>September</sup>, 1999.

  
CARL DAVID BROWN,  
President/Director

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION was acknowledged before me this 17th day of ~~August~~ <sup>September</sup>, 1999, by CARL DAVID BROWN, who is personally known to me, or XX who has produced a valid Florida Driver's license as identification.



  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGMENT)

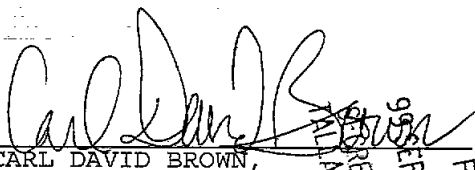
\_\_\_\_\_  
(NAME OF ACKNOWLEDGER TYPED,  
PRINTED OR STAMPED)

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

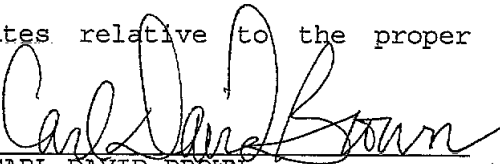
FIRST that CDB INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 274 E. Main St., Route 1, Box 2, Pomona Park, FL 32181, has named CARL DAVID BROWN, as it's agent to accept service of process within the State of Florida.

September  
DATED: ~~August~~ 17, 1999

  
CARL DAVID BROWN,  
President/Director

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

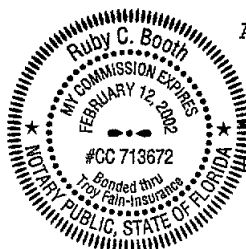
Having been named to accept service of process for the named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
CARL DAVID BROWN

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 17th day of ~~August~~ September, 1999, by CARL DAVID BROWN, who is personally known to me, or ~~xx~~ who has produced a valid Florida Driver's license as identification.

  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGMENT)



NAME OF ACKNOWLEDGER TYPED,  
(PRINTED OR STAMPED)  
(TITLE OR RANK)  
(SERIAL NUMBER, IF ANY)

*Jay D. Asbury, P.A.*  
*Attorney at Law.*

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Patti  
Secretary to Jay D. Asbury

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

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CARL DAVID BROWN, Route 1, Box 2, Pomona Park, FL 32181

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the person who will serve as officer of this corporation is:

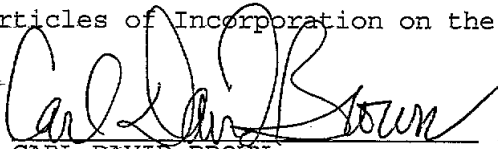
CARL DAVID BROWN

President/Director

ARTICLE VIII - ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have executed these Articles of Incorporation on the 17th day of ~~August~~ <sup>September</sup>, 1999.

  
CARL DAVID BROWN,  
President/Director

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION was acknowledged before me this 17th day of ~~August~~ <sup>September</sup>, 1999, by CARL DAVID BROWN, who is personally known to me, or XX who has produced a valid Florida Driver's license as identification.



  
(SIGNATURE OF PERSON TAKING  
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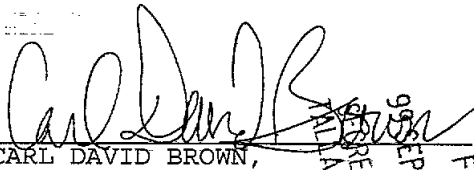
\_\_\_\_\_  
(NAME OF ACKNOWLEDGER TYPED,  
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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that CDB INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 274 E. Main St., Route 1, Box 2, Pomona Park, FL 32181, has named CARL DAVID BROWN, as it's agent to accept service of process within the State of Florida.

September  
DATED: ~~August~~ 17, 1999

  
CARL DAVID BROWN,  
President/Director

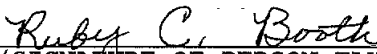
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

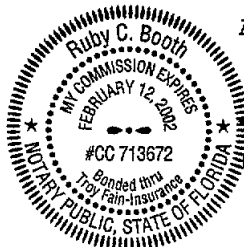
Having been named to accept service of process for the named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
CARL DAVID BROWN

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 17th day of ~~August~~ September, 1999, by CARL DAVID BROWN, who is personally known to me, or ~~xx~~ who has produced a valid Florida Driver's license as identification.

  
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NAME OF ACKNOWLEDGER TYPED,  
(PRINTED OR STAMPED)  
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