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Sigfredo Colon  
679 Little Wekiva Road  
Altamonte Springs, FL 32714

FILED  
99 NOV 12 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

November 8, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

EFFECTIVE DATE:  
11-5-99

Street Address:  
409 E. Gaines  
Tallahassee, FL 32301

RE: LONGWOOD NURSERY AND FLEA MARKET, INC.  
Articles of Incorporation (for Profit Corporation)  
Effective Date and Time:

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-11/12/99--01121--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed are the original and a copy of the Articles of Incorporation of the above captioned proposed corporation. These are to be made effective as of January 25, 1991 as of 9:00am Eastern Time. Such effectiveness commencement is permitted by Florida Statutes Section 607.0123, which provides for effectiveness on the filing date or later stated date within 90 days, unless filed within five (5) business days of an earlier stated date pursuant to Section 607.0203 (1).

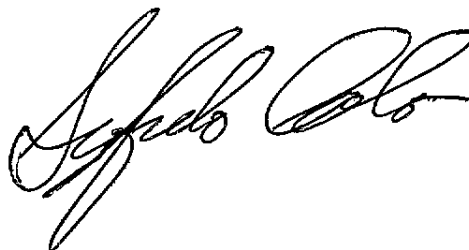
Please endorse your acceptance of the Articles on the copy, certify it, and return it.

The Articles include a designation of the corporate place of business or domicile for service of process within this State, as well as the registered agent upon whom process may be served, who has signed an acceptance of appointment included with the Articles.

A check for \$78.75 is also enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Articles, and the \$35.00 fee for the designation of the registered Agent as provided by Florida Statutes Section 607.0122, as amended July 1, 1990.

Yours Truly,

Enclosures: \$78.75 Check  
Executed Articles, and Copy



OB  
11-16-99  
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**ARTICLES OF INCORPORATION**  
**OF**  
**LONGWOOD NURSERY AND FLEA MARKET, INC.**

**FILED**  
99 NOV 12 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a for profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

EFFECTIVE DATE  
11-5-99

The name of the corporation shall be:

Longwood Nursery and Flea Market, Inc.

**ARTICLE II PRINCIPAL OFFICE**

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

815 West S.R. 434  
Longwood, FL 32750

**ARTICLE III CAPITOL STOCK**

**3A. Number And Class of Shares**

The number of shares of capitol stock that this corporation is authorized to issue and have outstanding at any one time is three thousand (3,000) shares, consisting of the following number of shares and classes, and subject to any special terms set forth is these articles:

1. **Series A common Shares.** 1,000 shares of Common Stock, Series A, par value \$.01 per share, being nonvoting stock, except as absolutely required by law.
2. **Series b Common Shares.** 1,000 shares of Common Stock, Series B, par value \$.01 per share, being voting stock, with one vote per share upon all matters.
3. **Special Shares.** 1,000 shares of special shares without par value issuable in one or more classes or series as indicated herein and otherwise as permitted by law.

Each class or series shall be designated herein by amendment prior to issuance, as Preferred Shares or by any name and/or letter or number, but such name shall be (A) other than common shares if entitled to preference in the distribution of dividends or assets, or (B) other than preferred shares if not entitled to preference in the distribution of dividends or assets.

4. **S Corporation Shares Restrictions.** If and so long as the corporation shall have in effect as S Corporation election under the Internal Revenue Code for tax treatment as if it were a partnership, then no class or series of shares other than Common Stock voting and/or nonvoting, shall be issuable, and no shares shall be issuable or transferable except to an individual eligible to be an S Corporation shareholder, and otherwise in accordance with the requirements for an S Corporation.

### **3B. Common Stock Series**

Common Shares shall have all of the proprietary interest in the corporation, nonexclusively including all rights as to voting, dividends, and assets, except as expressly proved to the contrary herein or by operation of law, and subject only to any preferences and rights expressly granted to any other class or series. Common Stock Series B has unlimited voting rights, but additional classes or series of voting shares of any nature may be established to the extent permitted by law. Holders of Series A and B Common Shares are entitled to receive prorata share by share the net assets of the corporation upon dissolution, but additional classes or series of shares of any nature entitled to receive the net assets of the corporation upon dissolution may be established to the extent permitted by law. In particular, other series of Common Shares may be established by the Board of Directors.

### **3C. Additional Classes Or Series; Resignation Of Securities.**

The Board of Directors shall have full authority to the extent permitted by law to amend these articles to establish one or more classes or series of any common, preferred, special or other class or series of stock, to designate same, and fix and determine the variations in the relative rights, preferences and limitations between classes or series. Also, the Board of Directors may redesignate the title of any class or series of any outstanding or unissued securities in a distinguishable manner from every other class or series, by amendment hereto, and may or may not require or permit replacement of any certificates at any time other than upon transfer, subdivision or consolidation of holdings, at which time replacement shall be required, to show the new designation. A par value may be set for a new or renamed class.

### **3D. Stock Repurchase Provisions.**

1) **Voluntary or Mandatory Redemption.** As to every share of stock including the initial shares issued, the Board of Directors shall approve prompt repurchase thereof upon written request of the holder thereof or on the Board's own motion.

2) 5% Per Year Redemption Limit. Unless otherwise mutually agreed in writing signed by a shareholder and the corporation, such repurchase shall be limited to an aggregate of Five Percent (5%) of the outstanding stock on January 1 each year. The annual 5% allocation shall first be made available pro rata as to all shares as to which a written notice of redemption is actually received from shareholders during January of a given year. Any remainder shall be available for repurchases thereafter initiated by notice(s) actually received from the Board of Shareholders, on a first come, first served basis, beginning at the opening of business on the first regular business day in February.

3) Redemption Price Determination. Such repurchase shall be at the current fair market value of the stock as a pro rata percentage of the total value of the corporation. Such value shall be determined by good faith agreement or else will be the average of values reported by up to three (3) independent professional appraisers, one each chosen and paid, respectively, by the holder, the corporation, and the third to be chosen by both appraisers (if chosen), and paid equally by the holder and the corporation. Nevertheless, any lower redemption call price available to the corporation which has been established as to a particular class or series of stock shall prevail, in order to avoid waste of corporate assets.

4) Redemption Effective Upon Mailing Payment. Repurchase is effective for all purposes upon the sending of (A) the repurchase price in cash (deemed to include a check immediately collectible in funds local to the principal corporate office) by postpaid mail and (B) notice thereof sent by separate postpaid mailed envelope. Each such mailing shall be sent to the last known address of record of the shareholder (with a duplicate notice to any different known address). Each mailing shall be receipted with evidence of deposit thereof. Each mailing shall be sent by U.S. Mail or by any other national commercial delivery service giving evidence of deposit for delivery. Such forms of mailing are collectively referred to as "Deposit Receipt Mailing". Any payment returned for any reason shall be deposited promptly with a bank, trust company, or other financial institution upon an irrevocable obligation to pay the former shareholder the redemption price upon surrender of the shares, and to remit the interest back to the corporation except to the extent otherwise agreed.

5) Payment by Promissory Note Issuance. However, if readily available cash does not permit full payment in cash, payment may be made by issuance of a one-seventh cash down payment and a promissory note payable without interest in six equal monthly installments. Such note shall be secured by all the stock. The certificate (or any other tangible evidence of rights) the stock shall be held by an attorney at law as escrow agent, who is named by the corporation. The corporation shall instruct the transfer agent not to register any transfer thereof except by the escrow agent or by mutual agreement signed by the shareholder and the corporation.

6) Redemption Rescindable For Default Under Note. At the shareholder's option, such repurchase may be rescinded in its entirety or as to the unpaid portion thereof, upon the corporation's default under such a promissory note uncured for fourteen (14) days following the shareholder's sending of a sworn notice of default to the corporation by certified mail,

return receipt requested, or by another form of Deposit Receipt Mailing, with provision also made for delivery receipts. Such option may be exercised by, and shall be effective upon, such sending of notice of rescission. If monies actually received are not returned with the notice of rescission, then rescission shall be deemed to be exercised only as to unpaid shares.

7) No Prejudicial Effects On Voting or Other Rights Until Note is Paid. Until any such repurchase note is paid in full, or a partial or complete rescission is effected on the corporation's books, no action shall be taken or permitted which is or would be dilutive to any extent or otherwise materially prejudicial to the selling shareholder's voting power or other rights in the event a rescission should occur, except that remaining shareholders may duly replace directors (and directors may duly replace officers), all without cause.

3E. Bylaws May Define and Clarify These Provisions. To the extent permitted by Florida Statutes Section 607.0601(3) (b) the Bylaws may define and clarify any provisions contained herein relating to stock shares or other securities.

#### **ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Travis P. Broussard  
411 East Street  
Altamonte Springs, FL 32701

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Sections 607.0501(3) and 607.0505, is enclosed with this appointment.

#### **ARTICLE V INCORPORATOR(S)**

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Sigfredo Colon	679 Little Wekiva Road Altamonte Springs, FL 32714

## **ARTICLE VI DURATION; EFFECTIVE COMMENCEMENT DATE**

This corporation shall exist perpetually. This corporation shall commence at the time and on the date of filing of these Articles, unless

- A) filed within five (5) business days after an earlier date stated herein, in which case the earlier date specified herein shall be the effective date, or
- B) a later date is stated herein which is within ninety (90) days after the date of filing, in which case it shall be the effective date.

Any such different commencement date and time shall be:

Date: November 08, 1999.

Time: 9:00 A.M., Eastern Time.

If no time is specified on an effective date (different than the filing date), then the Articles shall become effective as of the close of business on such different date.

## **ARTICLE VII CERTAIN STATUTORY EXCEPTIONS**

This corporation hereby elects to be excepted from the following provisions of law or any comparable replacement provision:

Florida Statutes Section 607.0901 "Affiliated Transactions", as permitted by Subsection (5) therein.

Florida Statutes Section 607.0902, "Control-Share Acquisitions", as permitted by Subsection (5).

## **ARTICLE VIII AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and all rights conferred upon the shareholders are subject to this reservation.

## **ARTICLE XI DIRECTORS AND OFFICERS**

- A. **Number of Directors; Bylaws Automatically Amended to Reflect Number of Directors.** The number of directors of this corporation shall be ONE (1). The number of directors may be increased or decreased from time to time by the Bylaws but shall never be less than one, as required by Florida Statutes Section 607.0803. Any duly adopted resolution adding or removing a Director, or settling forth the entire Board of Directors, shall be deemed to amend the Bylaws to the extent necessary to reflect any change in their number, except to the extent a larger number is specifically provided.
- B. **Present Directors and Officers.** The name and address of each director and officer of this corporation are as follow:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Sigfredo Colon	679 Little Wekiva Rd. Altamonte Springs, FL 32714	President, Chairman,
Olga Colon	679 Little Wekiva Rd. Altamonte Springs, FL 32714	Director, Secretary, Treasurer

## **ARTICLE X PURPOSE/BUSINESS**

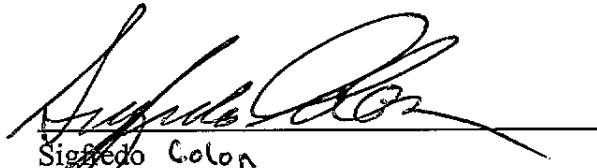
This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statues Chapter 607, provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other body of any local, state, or federal government having jurisdiction over such act of activity, without obtaining such consent or approval.

## **ARTICLE XI BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and/or the shareholders, except as otherwise provided by law.

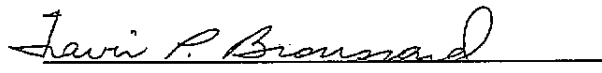
**SIGNATURE OF INCORPORATOR(S)**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this November 8, 1999.

  
Sigfredo Colon  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Florida Statutes Sections 607.0501(3) and 607.0505 I hereby accept appointment as a registered agent of this corporation and will accept service of process in legal proceedings as o the corporation, at the registered office stated herein. I am familiar with and I accept the obligations of that position, including Florida Statutes Section 607.0505, and particularly Subsection (9) as to mailing to the corporation notice of receipt of a Florida Department of Legal Affairs subpoena to produce testimony and records. I shall comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
Travis P. Broussard  
Agent For Service

-END OF ARTICLES-

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