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(941) 434-4959

April 17, 2001

Ms. Betty Young
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

500004035425--5
-04/20/01--01068--001
*****78.75 *****78.75
601-9258

Re: *Michael's Nursery LLC*

500004035425--5
-05/09/01--01101--010
*****46.25 *****46.25

Dear Ms. Young:

Enclosed for filing in the records of the Florida Department of State is an original and one copy of Articles of Organization regarding the above-referenced entity, together with our firm check in the amount of \$78.75 for the filing fee. Please provide me with a certified copy of the Articles of Organization. Thank you for your assistance in this matter.

Very truly yours,

Quarles & Brady LLP



David L. Petersen

DLP/kjw

Enclosures

FILED
01 MAY 10 PM 12:09
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

mtc
5/10



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2001

QUARLES & BRADY
4501 TAMIAMI TRAIL NORTH
STE 300
NAPLES, FL 34103-3060

SUBJECT: MICHAEL'S NURSERY LLC
Ref. Number: W0100009258

We have received your document for MICHAEL'S NURSERY LLC and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$46.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 201A00024301

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01 MAY 10 AM 12:09

ARTICLES OF ORGANIZATION
OF
MICHAELS NURSERY LLC

The undersigned members hereby certify that they have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles of Organization are established pursuant and subject to the Florida Limited Liability Company Act:

ARTICLE I

NAME

The name of the limited liability company shall be **MICHAELS NURSERY LLC** (the "**Company**").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company shall be 5275 Steiner Road, Boynton Beach, Florida 33436.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent for the Company in the State of Florida is as follows: Naples-Lawdock, Inc., Attention: David L. Petersen, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

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01 MAY 10 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

DURATION

The Company shall have unlimited duration, and shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the Members.

ARTICLE V
MANAGEMENT

The Company will be managed by its Members.

ARTICLE VI
MEMBERSHIP

The Members shall have the right to admit new members upon unanimous agreement of the existing Members and in accordance with terms and conditions of the Operating Agreement as amended from time to time.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company.

Executed by the undersigned Members at Naples, Florida, on the 10th day of April, 2001.

MEMBERS:

MICHAELS NURSERY LLC

By: William C. Churchill
William C. Churchill

By: Marc Battaglini
Marc Battaglini

By: M. James Leider
M. James Leider

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CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **MICHAELS NURSERY LLC**.

The name of the initial Registered Agent of the limited liability company is Naples-Lawdock, Inc., Attention: David L. Petersen, its agent to accept service of process in Florida with a registered office located at 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

MICHAELS NURSERY LLC

By: William C. Churchill
William C. Churchill, as Member

By: Marc Battaglini
Marc Battaglini, as Member

By: M. James Leider
M. James Leider, as Member

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01 MAY 10 11:20 AM
SECTION 608.415
ALLIANCE

REGISTERED AGENT ACCEPTANCE

Having been designated as Registered Agent and to accept service of process for the above-stated limited liability company at the place designated in this Certificate, David L. Petersen, Vice President of Naples-Lawdock, Inc., hereby accepts the appointment as Registered Agent and agrees to act in that capacity, is familiar with and accepts the obligations of such position, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as Registered Agent.

NAPLES-LAWDOCK, INC.

By: David L. Petersen
David L. Petersen, Vice President