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THE  
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P. O. DRAWER 509 315 WEST GREEN STREET PERRY, FLORIDA 32348 (850) 223-1990 FAX (850) 223-1991

GREGORY S. PARKER, ESQ.  
gsparker@gp-attorney.com

August 4, 2004

Ms. Diane Cushing  
Corporate Specialist  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314


Re: The Rooted & Grounded Nursery, LLC  
Articles of Organization

Dear Ms. Cushing:

Please find enclosed the original and one copy of the Articles of Organization of The Rooted & Grounded Nursery, LLC. I have enclosed a check in the amount of \$125.00 covering the filing fee.

Should you have any questions regarding the foregoing, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,

  
Melanie A. Vaughn  
Legal Assistant

Enclosures

cc: Mr. and Mrs. Robert C. Braswell

**ARTICLES OF ORGANIZATION  
OF  
THE ROOTED & GROUNDED NURSERY, LLC  
ORGANIZED UNDER THE LAWS OF FLORIDA**

The undersigned, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act"), hereby adopts the following **Articles of Organization** for **THE ROOTED & GROUNDED NURSERY, LLC** (hereinafter called the "Company").

1. The name of the Company is THE ROOTED & GROUNDED NURSERY, LLC.
2. The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Florida Limited Liability Company Act, or other applicable laws.
3. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:
  - a. To engage in any activity or business authorized under the Florida Statutes.
  - b. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
  - c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
  - d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
  - e. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

f. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

4. The street address of the initial principal office of the Company is 1721 Johnson Stripling Road, Perry, Florida 32347. The mailing address of the initial registered office is the same and the name of the initial registered agent of the Company at such address is ROBERT C. BRASWELL.

#### ACCEPTANCE BY AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature of Resident Agent

5. The names and addresses of the initial members of the Company are:

ROBERT C. BRASWELL - 50%  
1721 Johnson Stripling Road  
Perry, Florida 32347

OPAL K. BRASWELL - 50%  
1721 Johnson Stripling Road  
Perry, Florida 32347

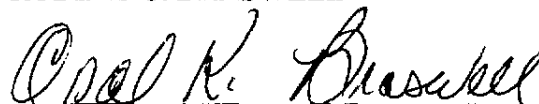
6. The initial members of the Company may admit additional members at such times and upon such terms and conditions as may be agreed by the Company and the additional members.

7. The legal existence and business of the Company may be continued by the written consent of all the remaining members within 30 days after an event of disassociation of a member.

8. The Company shall be managed by one or more members.

IN WITNESS WHEREOF, these **Articles of Organization** have been executed on this the 28 day of July, 2004, by the undersigned.

  
ROBERT C. BRASWELL

  
OPAL K. BRASWELL

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a. To engage in any activity or business authorized under the Florida Statutes.

b. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

e. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

f. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

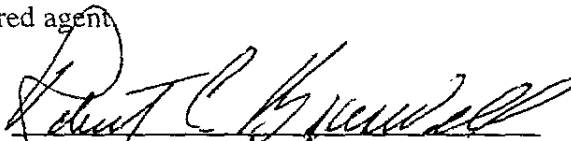
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ROBERT C. BRASWELL

  
OPAL K. BRASWELL

SECRETARY  
WILMINGTON, DE

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