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KRAUSE & BAXTER

80 S.W. 8TH STREET, SUITE 1920
BRICKELL BAYVIEW CENTRE
MIAMI, FLORIDA 33130

Telephone: (305) 381-7999
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FILED
01 DEC -3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID M. KRAUSE, ESQ.*
ALSO ADMITTED IN COLORADO*

November 28, 2001

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

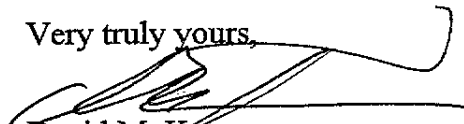
Re: Articles of Incorporation
GILMER NURSERY, INC.

Gentlemen:

Enclosed please find two fully executed copies of the Articles of Incorporation for GILMER NURSERY, INC., together with a check for \$70.00 to file same. This entity is an affiliate of Gilmer Farms, Inc.

Please return one copy to me in the enclosed envelope reflecting the filing.

Very truly yours,



David M. Krause

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D. BROWN DEC - 6 2001

ARTICLES OF INCORPORATION OF
GILMER NURSERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GILMER NURSERY, INC. having its principal place of business at 12325 S.W. 72 Street, Miami, Florida 33183.

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: DAVID MENENDEZ

REGISTERED OFFICE: 12325 S.W. 72 Street
Miami, Florida 33183

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.


~~REGISTERED AGENT:~~ David Menendez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is One.

ARTICLE VII

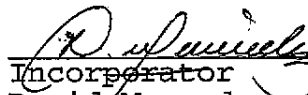
The names and address of the member of the initial Board of Directors are:

DAVID MENENDEZ 12325 SW 72 Street, Miami, Florida 33183

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

DAVID MENENDEZ
12325 S.W. 72 Street
Miami, Florida 33183

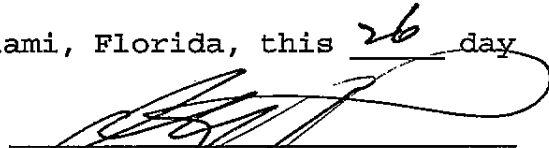


Incorporator
David Menendez

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared David Menendez, who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 26 day of November, 2001..



Notary Public

