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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Hall's Nurseries of Mandarin, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
HALL'S NURSERIES OF MANDARIN, INC.**

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Hall's Nurseries of Mandarin, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, and the mailing address of the corporation is, 11524 San Jose Boulevard, Jacksonville, Florida 32223.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporation Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

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ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2140 Treasure Point Road, Green Cove Springs, Florida 32043, and the name of the initial registered agent of this corporation at that address is Joseph D. Hall.

ARTICLE V: INCORPORATORS

The names and street address of the incorporator of this corporation are:

- Joseph D. Hall 2140 Treasure Point Road
Green Cove Springs, Florida 32043
- George E. Hall 2190 Aron Drive
Green Cove Springs, Florida 32043
- Russell L. Hall 2116 Treasure Point Road
Green Cove Springs, Florida 32043
- Robert L. Goodbread 2130 Treasure Point Road
Green Cove Springs, Florida 32043

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by unanimous vote of the shareholders.

(b) Initial Board of Directors. The names and addresses of the directors until the first annual meeting of the shareholders are as follows:

- Joseph D. Hall 2140 Treasure Point Road
Green Cove Springs, Florida 32043
- George E. Hall 2190 Aron Drive
Green Cove Springs, Florida 32043
- Russell L. Hall 2116 Treasure Point Road
Green Cove Springs, Florida 32043
- Robert L. Goodbread 2130 Treasure Point Road
Green Cove Springs, Florida 32043

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to

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fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on January 1, 2002, except that if they are not filed by the Department of State of the State of Florida on or before such date, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, we have made, signed, and hereby acknowledge these Articles of Incorporation this 27th day of December, 2001.

Joseph D. Hall
Joseph D. Hall

George E. Hall
George E. Hall

Russell L. Hall
Russell L. Hall

Robert L. Goodbread
Robert L. Goodbread

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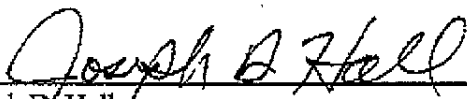
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Hall's Nurseries of Mandarin, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at Jacksonville, Duval County, Florida, has named Joseph D. Hall, located at 2140 Treasure Point Road, Green Cove Springs, Florida 32043, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Joseph D. Hall
(Resident Agent)

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