

P03000055315

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BASIC AMENDMENT

GRIGSBYS, INC.

RECEIVED
03 JUN -9 AM 10:09
DIVISION OF CORPORATIONS

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03 JUN -9 PM 1:33
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TALLAHASSEE, FLORIDA

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STEPHEN F VOIGT PA

001



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 9, 2003

GRIGSBYS, INC.
1241 CENTER PLACE
SARASOTA, FL 34236

SUBJECT: GRIGSBYS, INC.
REF: PD3000055315

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The amendment must be signed by an incorporator if adopted by the incorporators.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: E03000209358
Letter Number: 903A00035841

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FILED
03 JUN -9 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

OF

GRIGSBYS, INC.

TO

SHADOW OAKS NURSERY, INC.

WHEREAS, GRIGSBYS, INC., with its principal office at 1241 CENTER PLACE, SARASOTA, FLORIDA 34236, was duly incorporated as a corporation for profit under Chapter 607 Florida Statutes, and assigned document number P03000055315, on May 12, 2003, and;

WHEREAS, the undersigned LONNIE O. GRIGSBY, is the President, Vice President, Secretary, Treasurer and Director of said corporation as of this date; and

WHEREAS, it is the intent of the undersigned to amend the Articles of Incorporation of GRIGSBYS, INC. in order to change the name of said corporation to SHADOW OAKS NURSERY, INC., and to change the address of said corporation; and

WHEREAS, Shadow Oaks Nursery, Inc., amended its Articles of Incorporation to change its name to Rapp Enterprises, Inc., on May 30, 2003 and filed an Affidavit with said amendment filing to allow Grigsbys, Inc., to amend its name to Shadow Oaks Nursery, Inc. A copy of said Affidavit is attached hereto.

WITNESSETH:

ARTICLE I is hereby amended to read as follows:

ARTICLE I - NAME - The name of this corporation is SHADOW OAKS NURSERY, INC.

ARTICLE II is hereby amended to read as follows:

ARTICLE II - PRINCIPAL ADDRESS - The principal address of this corporation is 49 Sinclair Road, Sarasota, FL 34240.

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ARTICLE VI is hereby amended to read as follows:

ARTICLE VI - REGISTERED AGENT ADDRESS - The address of the registered agent is 49 Sinclair Road, Sarasota, FL 34240.

This Amendment shall be effective upon the filing of these Articles of Amendment by the State of Florida, Department of State. The date of adoption of each amendment is June 6, 2003.

This Amendment has been adopted by the incorporator without shareholder action and shareholder action was not required.

WITNESS my hand and seal at Sarasota, Sarasota County, Florida this 6th day of June, 2003.

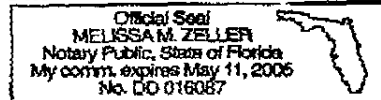
[Signature]
LONNIE O. GRIGSBY, PRESIDENT
and Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME personally appeared LONNIE O. GRIGSBY, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to me and before me that the executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 6th day of June, 2003.

[Signature]
Notary Public
MY COMMISSION EXPIRES



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CORPORATE AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

THE UNDERSIGNED, RONALD L. RAPP, herein called Affiant, says:

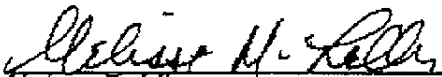
1. Affiant is the President and a Director of Shadow Oaks Nursery, Inc., a Florida corporation.
2. All Directors have approved the Amendment to the Articles of Incorporation.
3. Affiant is filing Articles of Amendment with this Affidavit in the records of the State of Florida.
4. Affiant hereby releases the use of the name "Shadow Oaks Nursery, Inc." so that Grigsby, Inc., can file an Amendment to Articles of Incorporation to change its corporate name to "Shadow Oaks Nursery, Inc."

Under penalties of perjury, Affiant declares that Affiant has read the foregoing affidavit and that the facts stated in it are true.

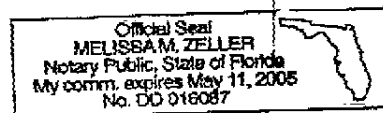

RONALD L. RAPP

The foregoing instrument was acknowledged before me this 29 day of May, 2003 by RONALD L. RAPP, who is personally known to me or who has produced Driver's License as identification and who did not take an oath.

MY COMMISSION EXPIRES:


Notary Public
Print name:

Prepared by:
Stephen F. Voigt, Jr., Esq.
Voigt & Voigt, P.A.
2042 Bee Ridge Road
Sarasota, FL 34239



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