

PO4000098401

Mrs. Heather L. Harnage  
2103 Isle Of Palms Dr e)  
Valrico, FL 33594

(Address)

(Address)

(City/State/Zip/Phone #)

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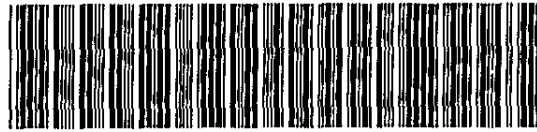
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 10, 2004

HEATHER L. HARNAGE  
2103 ISLE OF PALMS DR  
VALRICO, FL 33594

SUBJECT: J.T.'S, INC.  
Ref. Number: W04000022482

We have received your document for J.T.'S, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

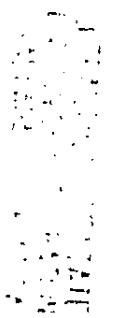
**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 245-6927.

Tracy Smith  
Document Specialist  
New Filings Section

Letter Number: 504A00039423



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# ARTICLES OF INCORPORATION

OF

## J. T.'S Nursery Holdings, Inc.

The undersigned incorporators, by the execution and acknowledgment of these Articles of Incorporation, do hereby form a corporation for profit under and accept all the rights, privileges, benefits, and obligations conferred and imposed by the Florida general Corporation Act, and do hereby adopt the Articles of Incorporation of and for such corporation in accordance with the laws of the State of Florida.

### ARTICLE I

#### Corporate Name

The name of this corporation shall be:

**J. T.'S Nursery Holdings, Inc.**

### ARTICLE II

#### Business and Purposes

The general purpose for which this corporation is hereby organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida general Corporation Act and in connection therewith this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporation formed under such Act or any amendments thereto or any successor statute of similar import.

### ARTICLE III

#### Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock with a par value of \$1.00 per share.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE IV

### Duration of Corporation

This Corporation shall have perpetual existence commencing on the sate of the filing of these Articles of Incorporation with the Department of State of Florida.

## ARTICLE V

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2103 Isle of Palms Dr., Valrico, Florida 33594 and the initial registered agent for this corporation at such office shall be Troy V. Harnage. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLES VI

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one nor more than three members, the exact number of directors to be fixed from the time by this corporation's stockholders or its bylaws. The business and affairs of this corporation shall be managed by its Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not law directed of required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors. Subject to the bylaws of this corporation, meetings of the directors need not be stockholders. The Stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLES VII

### Initial Board of Directors

The initial Board of Directors shall consist of three members, who shall hold office until a successor or successors has or have been duly elected and qualified. The name and street address of each initial director's are:

#### PRESIDENT

**Troy V. Harnage**  
2103 Isle of Palms Dr.  
Valrico, Fl. 33594

#### VICE-PRESIDENT

**James Tobin**  
200 Malaga Ct.  
Merritt Island, Fl. 32953

#### TREASURER

**Tim Gannon**  
735 Limerick Ave.  
Merritt Island, Fl. 32953

## ARTICLE VIII

### Incorporators

The name and street address of the incorporators making these articles of Incorporation are:

**Troy V. Harnage**  
2103 Isle of Palms Dr.  
Valrico, Fl. 33594

**James Tobin**  
200 Malaga Ct.  
Merritt Island, Fl. 32953

**Tim Gannon**  
735 Limerick Ave.  
Merritt Island, Fl. 32953

## ARTICLE IX

### Bylaws

- (a) The power to adopt the bylaws of this corporation, to alter, amend or repeal such bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation: provided, however, that any bylaws or amendment thereof as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders or until such stockholders vote to repeal such bylaw.
- (b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

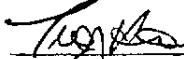
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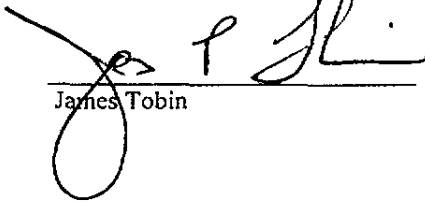
**ARTICLE X**

**Indemnification**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles for the uses and purposes herein stated.

  
\_\_\_\_\_  
Troy V. Harnage

  
\_\_\_\_\_  
James Tobin

  
\_\_\_\_\_  
Tim Gannon

**STATE OF FLORIDA**

)

) **SS.**

**COUNTY OF HILLSBOROUGH**

)

*BEFORE ME, the undersigned authorities, on this 1<sup>st</sup> day of April, 2004 personally appeared Troy V. Harnage, Tim Gannon and James Tobin to me known to be the people described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that the same were executed freely and voluntarily, for the uses and purposes therein expressed.*

*WITNESS my hand and official seal the date aforesaid.*

Notary Public:

*Paula Elaine Cobb*

*My Commission Expires:*



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

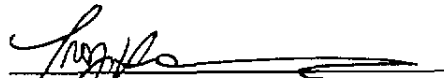
1. The name of the corporation is:

J.T.'S Nursery Holdings, Inc.

2. The name and address of the registered agent and office is:

Troy V. Harnage  
2103 Isle of Palms Dr.  
Valrico, FL. 33594  
Hillsborough County

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.

  
Troy V. Harnage

6/1/04  
Date

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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