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LEONARD H. BAIRD, JR.
ATTORNEY AT LAW
POBI OFFICE DRAWER 191066
CLERMONT, FLORIDA 34714-1000

638 WEST HIGHWAY 80
SUITE A
CLERMONT, FLORIDA 34711

TELEPHONE (352) 304-2114
TELECOPIER (352) 304-0180

May 13, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

200001822812
-05/15/96--01081--016
***122.50 ***122.50

RE: B. B. BROWN'S GARDEN CENTER, INC.

Dear Sir:

Enclosed for filing are original Articles Of Incorporation, Appointment Of Registered Agent, and Certificate Designating Place Of Business, along with my check in the amount of \$122.50 representing the following:

Filing Fee-----	\$ 35.00
Certified Copy-----	52.50
Registered Agent Designation-----	<u>35.00</u>
TOTAL-----\$122.50	

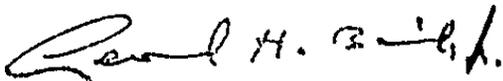
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 14 PM 9 10

FILED

Please forward a certified copy to me at your earliest convenience.

Very truly yours,



LEONARD H. BAIRD, JR.

LHB/rpe

Enclosures

*Per Rachel:
Add officer titles*

M HENDRICKS MAY 21 1996

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

B. B. BROWN'S GARDEN CENTER, INC.

ARTICLE I - NAME

The name of this corporation is B. B. BROWN'S GARDEN CENTER, INC., and its principal office and mailing address is:
712 South Highway 27, Minneola, FL 34755

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock having a par value of \$10.00.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 712 South Highway 27, Minneola, FL 3455, and the name of the initial Registered Agent of this corporation at that address is: *Cathy Conner Brown.*

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 2 or more than 5. The names and addresses of the initial directors of this corporation are:

BRUCE BARRY BROWN	1647 Anderson Street Clermont, FL 34711
CATHY CONNER BROWN	1647 Anderson Street Clermont, FL 34711

ARTICLE VIII - INCORPORATORS

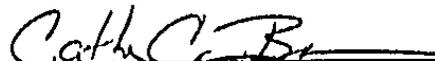
The names and addresses of the persons signing these Articles are:

BRUCE BARRY BROWN	1647 Anderson Street Clermont, FL 34711
CATHY CONNER BROWN	1647 Anderson Street Clermont, FL 34711

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation this 13th day of May, 1996.



BRUCE BARRY BROWN



CATHY CONNER BROWN

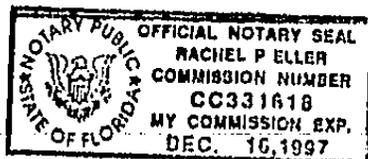
STATE OF FLORIDA)
 : SS.
COUNTY OF LAKE)

BEFORE ME, a Notary Public duly authorized to take acknowledgments in the State and County named above, personally appeared BRUCE BARRY BROWN and CATHY CONNER BROWN, known to me and known by me to be the persons who executed the foregoing Articles Of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County named above this 13th day of May, 1996.



Notary Public



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

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

First that B. B. BROWN'S GARDEN CENTER, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles Of Incorporation at City of Minneola, County of Lake, State of Florida, has named CATHY CONNER BROWN, located at 712 South Highway 27, Minneola, FL 34755, City of Minneola, State of Florida, as its agent to accept service of process within this state.

OFFICERS: AFFIX TITLES:
 NAME:

SPECIFIC ADDRESS:

BRUCE BARRY BROWN - ST

1647 Anderson Street
Clermont, FL 34711

CATHY CONNER BROWN - P

1647 Anderson Street
Clermont, FL 34711

DIRECTORS:

SPECIFIC ADDRESS:

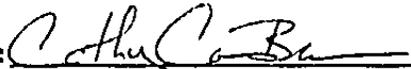
BRUCE BARRY BROWN

1647 Anderson Street
Clermont, FL 34711

CATHY CONNER BROWN

1647 Anderson Street
Clermont, FL 34711

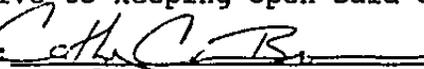
BY:


CATHY CONNER BROWN
Corporate Officer

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY:


CATHY CONNER BROWN
Resident Agent

APPOINTMENT OF REGISTERED AGENT

The Division of Corporations of the Department of State uses the following form to designate the registered agent:

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That B. B. BROWN'S GARDEN CENTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Minneola, State of Florida, has named CATHY CONNER BROWN, located at 712 South Highway 27, Minneola, FL 34755, as its agent to accept service of process within Florida.

Signature: Cathy C. B.
CATHY CONNER BROWN
Corporate Officer

Title: President

Date: May 13, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Cathy C. B.
CATHY CONNER BROWN
Resident Agent

Date: May 13, 1996

FILED
96 MAY 14 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000043454

LEONARD H. BAIRD, JR.

ATTORNEY AT LAW

POST OFFICE DRAWER 121000

CLERMONT, FLORIDA 34714

SUITE A
838 WEST HIGHWAY 90

TELEPHONE (804) 384-2114
TELECOPIER (804) 384-0180

November 25, 1996

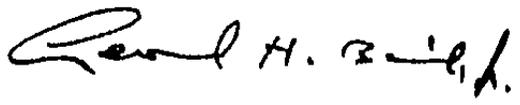
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: B. B. BROWN'S GARDENS, INC.

Dear Sir:

Please find enclosed Articles Of Amendment and check in the amount of \$35.00 to cover the filing fee.

Very truly yours,



LEONARD H. BAIRD, JR.

LHB/rpe

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 27 PM 3:50

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*****35.00 *****35.00

Amendmc

DEC 4 - 1996

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
B. B. BROWN'S GARDEN CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 27 PM 3: 50

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles Of Amendment to its Articles Of Incorporation:

1. Article I of the Articles Of Incorporation is hereby amended to read as follows:

ARTICLE I - NAME

The name of this corporation is B. B. BROWN'S GARDENS, INC., and its principal office and mailing address is:

11490 Monte Vista Road, Clermont, FL 34711;

and its mailing address is:

P. O. Box 120757, Clermont, FL 34712

2. The Amendment was duly adopted on November 12, 1996.
3. The Amendment was duly approved by the shareholders in accordance with Section 607.1006 of the Florida Business Corporations Act.

DATED this 12th day of November, 1996.

B. B. BROWN'S GARDENS, INC.

BY: Cathy Conner Brown
CATHY CONNER BROWN,
President