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Secretary of State
Department of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-10/07/99-01063-012
****122.50 *****78.75

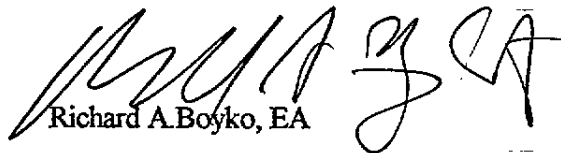
Dear Sir:

Enclosed please find the following documents:

- 1.) An original and one copy of the Articles of Incorporation for the proposed corporation of CANTERBURY FARMS MANAGEMENT, INC.
- 2.) An original and one copy of the Certificate designating Registered Agent and Office for service of process within the State of Florida.
- 3.) Check #9113 in the amount of one hundred twenty-two dollars and fifty cents (\$122.50) to cover the cost of filing.

Please certify the enclosed copies and return same to the address designated below.

Sincerely,


Richard A. Boyko, EA

RICHARD A. BOYKO, EA
11720 U.S. 19, Suite 6
Port Richey, FL 34668
(813) 861-2722
FAX (813) 861-2809

EFFECTIVE DATE

9-30-99

FILED
99 OCT -7 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
10-12-99
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ARTICLES OF INCORPORATION
OF
CANTERBURY FARMS MANAGEMENT, INC.

EFFECTIVE DATE
9-30-99

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be CANTERBURY FARMS MANAGEMENT, INC. and the mailing address of the corporation shall be 6221 Bayside Drive, New Port Richey, FL 34652-2039

99 OCT 7 AM 8:37
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COUNTY OF HILLSBORO
FLORIDA

ARTICLE II - DURATION

The period of duration of this corporation is perpetual beginning on the 30TH day of September, 1999.

ARTICLE III - NATURE OF BUSINESS

The general character or nature of the business of the corporation to be transacted is; Wholesale nursery management for the private and public sector, and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of the corporation is Peter Santangelo; and the street address of the initial Registered Office of the corporation is; 6221 Bayside Drive, New Port Richey, FL 34652-2039

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding a maximum of one thousand (1,000) shares of common stock having par value of ten cents (\$0.10) per share.

ARTICLE VI - INITIAL DIRECTOR

Peter Santangelo
6221 Bayside Drive
New Port Richey, FL 34652-2039

The above named person shall serve as Director of the corporation for the first year of existence or until successors have been suitably elected or appointed and qualified.

ARTICLE VII - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors in the manner provided by law.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed these Articles of Incorporation on the 30TH day of September, 1999.



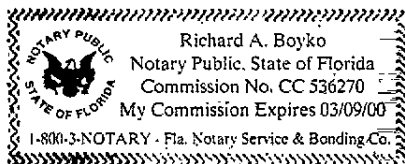
Peter Santangelo, Incorporator
6221 Bayside Drive
New Port Richey, FL 34652-2039

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me by Peter Santangelo as initial Incorporator of CANTERBURY FARMS MANAGEMENT, INC. on this 30TH day of September, 1999.


NOTARY PUBLIC

My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

This Certificate is submitted pursuant to Chapters 48 and 607, Florida Statutes.

1.) CANTERBURY FARMS MANAGEMENT, INC., being a corporation duly organized under the laws of the State of Florida, hereby designates Peter Santangelo as Registered Agent for said corporation for service of process within the State of Florida.

2.) In addition, the aforesaid corporation hereby designates 6221 Bayside Drive, New Port Richey, FL 34652-2039, as the street address of the Registered Office of the corporation.

ACCEPTANCE

The undersigned, having been designated to accept service of process for the above identified corporation, hereby accepts said designation and agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes.



Peter Santangelo

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SECRETARY OF STATE
TALLAHASSEE FLORIDA