

249253

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June 18, 2001

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

Re: East Marsh Nursery, Inc.

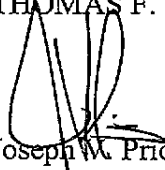
To Whom It May Concern:

Enclosed, please find an original and one (1) copy of the Amended and Restated Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State Naming Agent Upon Which Process May Be Served for the above captioned corporation. Also enclosed, please find two (2) checks in the amount of \$35.00 made payable to the Florida Department of State as to the applicable filing fees.

Please direct any inquiries and/or correspondence regarding the above to this office.

Sincerely yours,

THOMAS F. GUSTAFSON, P.A.


Joseph M. Priore, Esq.
For the Firm

Enclosures

JVP/hmw

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DIVISION OF CORPORATIONS
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Amended & Restated Art.

V. SHEPARD JUN 28 2001

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAST MARSH NURSERY, INC.**

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1. The Articles of Incorporation of East Marsh Nursery, Inc., filed as Document No. 249253 on July 13, 1961, are hereby amended and restated as follows:

ARTICLE 1. NAME

The name of the Corporation shall be: EAST MARSH NURSERY, INC..

ARTICLE 2. DURATION

The duration of this corporation is perpetual.

ARTICLE 3. PURPOSES

The purpose or purposes for which this corporation is organized are:

To own and operate plant and tree nurseries.

To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or intention that the purposes specified in each of the paragraphs of this Article 3 shall be regarded as independent purposes and powers.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other persons, association or corporation.

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE 4. STOCK

The aggregate number of shares that this Corporation is authorized to issue is 100 shares of Common Stock with the par value of \$100 per share.

4.1: Statement of Rights for Common Shares

(a) Subject to any prior rights to receive dividends to which the holders of shares of any series of the preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.

(b) In the event of any dissolution, liquidation or winding up of this corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of preferred stock the full amounts to which they shall be entitled, the holders of the then outstanding shares of common stock shall be entitled to receive, pro rata, any remaining assets of this corporation available for distribution to its shareholders. The board of directors may distribute in kind to the holders of the shares of common stock such remaining assets of this corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or entity and receive payment in cash, stock or obligations of such other corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this corporation (unless in connection with that event the dissolution, liquidation or winding up of this corporation is specifically approved), or the merger or consolidation of this corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of this corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this corporation for the purpose of this paragraph (b).

(c) Except as provided by law or this certificate of incorporation with respect to voting by class or series; each outstanding share of common stock of this corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.

(d) Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred

stock or any obligation of this corporation convertible into shares of common stock and (ii) upon exercise of any options or warrants to purchase shares of common stock.

ARTICLE 5. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE 6. REGISTERED OFFICE AND AGENT

The street address of this corporation's registered office in the State of Florida is 7100 Hillsboro Canal Road, Pompano Beach, FL 33067 and the name of its registered agent at that address is Louise E. Soowal. The principal address and the registered office address are the same.

ARTICLE 7. DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as the Director until the first annual meeting of Shareholders, or until her successor is elected and qualified, is:

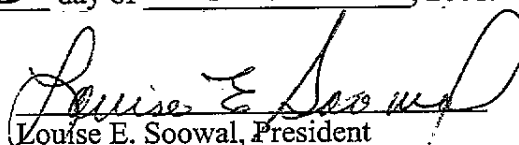
Louise E. Soowal,
7864 Exeter Boulevard
Tamarac, FL 33469

ARTICLE 8. BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

The foregoing amendments were adopted by a majority vote of the Company's Directors and Shareholders on the 5 day of JUNE, 2001. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has personally executed these Amended and Restated Articles of Incorporation on the 5 day of JUNE, 2001.


Louise E. Soowal, President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The following is submitted pursuant to Sections 48.091 (1) and 607.034, Florida Statutes:

East Marsh Nursery, Inc., desiring to organized under the laws of the State of Florida being in the County of Broward, at 7100 Hillsboro Canal Road, Pompano Beach, FL 33067, has named Louise E. Soowal, located at that same address, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the corporation of this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

Dated: JUNE 5, 2001

By: Louise E. Soowal
Louise E. Soowal