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ACCOUNT NO. : 072100000032

REFERENCE : 591352 4308537

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 78.75

RECEIVED
FEB 21 PM 3:10
THE UNITED STATES CORPORATION

ORDER DATE : February 16, 2000

ORDER TIME : 9:50 AM

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ORDER NO. : 591352-005

CUSTOMER NO: 4308537

CUSTOMER: Ms. Catherine P. Patton
Paul Hastings Janofsky &
17th Floor
695 Town Center Drive
Costa Mesa, CA 92626

FOREIGN FILINGS

NAME: HINES NURSERIES, INC.

XXXX QUALIFICATION (TYPE: CO)

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00 FEB 21 PM 1:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

hjc
2/21/00

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

00 FEB 21 PM 3:10
STATE
CORPORATIONS

1. Hines Nurseries, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. March 23, 1990
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. not yet conducting business in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 12621 Jeffrey Road
Irvine, CA 92620-2101
(Current mailing address)
8. nursery business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CSC
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Bessie Hall

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

00 FEB 21 PM 3:10
STATE OF FLORIDA
CORPORATIONS**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)** See Rider A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____
_____**B. OFFICERS (Street address only - P.O. Box NOT acceptable)** See Rider A

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____
_____**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. _____


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Claudia Pieropan, CFO

(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS OF HINES

Hines Nurseries, Inc.
Chairman - Douglas D. Allen
President and Chief Executive Officer - Steve P. Thigpen
Vice President/Assistant Secretary - Paul R. Wood
Vice President/Assistant Secretary - Thomas R. Reusche
Chief Financial Officer, Secretary and Treasurer - Claudia M. Pieropan
Paul R. Wood
Thomas R. Reusche
Douglas D. Allen
Steve P. Thigpen

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 HINES NURSERIES, INC.

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 23rd day of March, 19 90,

HINES NURSERIES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

February 17, 2000



Bill Jones

Secretary of State

00 FEB 21 PM 3:10
CALIFORNIA SECRETARY OF STATE
CORPORATIONS