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From: *Debbie Thacker*
Account Name : FOWLER, WHITE 2
Account Number : I19990000148
Phone : (813)228-7411
Fax Number : (813)228-9401

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HARRELL'S NURSERY, INC.

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Amendment
05-24-07

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**AMENDMENT TO ARTICLES OF INCORPORATION
OF
HARRELL'S NURSERY, INC.**

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TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of **HARRELL'S NURSERY, INC.** were filed with and approved by the Secretary of State of the State of Florida on May 3, 1985; and

WHEREAS, it is the intention of all of the directors and the sole stockholder of **HARRELL'S NURSERY, INC.** that the Articles of Incorporation of **HARRELL'S NURSERY, INC.** be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of **HARRELL'S NURSERY, INC.** hereinafter set forth was approved and adopted by all of the directors and the sole stockholder, comprising the only voting group of stockholders, of **HARRELL'S NURSERY, INC.**, pursuant to the provisions of Florida Statutes, Section 607.1003(5), on the 14 day of May, 2007 and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of **HARRELL'S NURSERY, INC.** are hereby amended by deleting in its entirety the present Article III, and by substituting therefor the following, to-wit:

"ARTICLE III

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 100,000 shares of common capital stock having a par value of \$.01 per share of which (i) 1,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 99,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution.

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All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of **HARRELL'S NURSERY, INC.** by its President this 14 day of May, 2007.

HARRELL'S NURSERY, INC.

By: Winfred M. Harrell
Winfred M. Harrell, President