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Sp

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July 17, 2003

EDWIN T. MULLOCK, P.A.
Of Counsel

Please Reply To:
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Bradenton, Florida 34206-0400

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Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

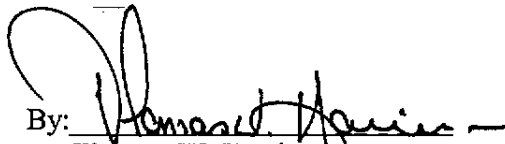
Re: Palma Sola Bay Nurseries, LLC

Ladies or Gentlemen:

Enclosed in duplicate are the Articles of Organization for Palma Sola Bay Nurseries, LLC for filing with the Department of State. We also enclose our check in the amount of \$125.00 to cover the filing fee of \$100.00 and \$25.00 for the registered agent fee. Please return the receipted copy to the above post office address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON
& KIRKLAND, P.A.

By: 
Thomas W. Harrison

TWH:gb
Enclosures

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ARTICLES OF ORGANIZATION
FOR
PALMA SOLA BAY NURSERIES, LLC

The undersigned, as authorized agent for the organizing Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the “Act”), hereby forms a Florida Limited Liability Company (the “Company”) pursuant to the Act, and hereby sets forth the following Articles of Organization (the “Articles”):

ARTICLE I

Name

The Name of the Company is PALMA SOLA BAY NURSERIES, LLC.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

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ARTICLE III

Purpose

The Company is created to acquire, hold, manage, operate, improve, develop, lease, sell, dispose of, mortgage or otherwise encumber, and otherwise deal with real and personal property, and to engage in any other lawful activity.

ARTICLE IV

Principal Office

The street address of the principal office of the Company shall be 8802 – 9th Avenue N.W., Bradenton, FL 34209, and the mailing address shall be the same.

ARTICLE V

Registered Agent and Office

The initial registered agent for the Company shall be THOMAS W. HARRISON, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, FL 34205.

ARTICLE VI

Management of Business

The Company shall be managed by a manager or managers. The qualifications for the managers shall be as specified from time to time in the Operating Agreement. The managers will have the power and authority granted by the Members from time to time as provided in the Operating Agreement.

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ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by the affirmative vote of all of the other Members and upon terms and conditions established by the Members from time to time in their sole discretion.

ARTICLE VIII

Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

ARTICLE IX

Property

(a) Ownership. All property originally paid for or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The right and manner to convey and encumber title to all real and personal property of the Company shall be as specified in the Operating Agreement.

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ARTICLE X

Amendments

These Articles may be amended or restated at any time by a unanimous vote of the Members of the Company, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XI

Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth in the Operating Agreement.

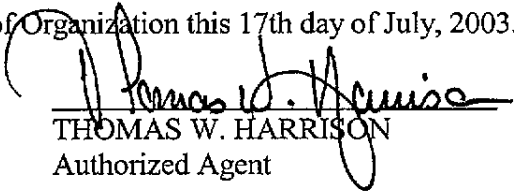
ARTICLE XII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except as may be specified in the Operating Agreement.

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IN WITNESS WHEREOF, the undersigned organizer of PALMA SOLA BAY
NURSERIES, LLC, has executed these Articles of Organization this 17th day of July, 2003.


THOMAS W. HARRISON
Authorized Agent

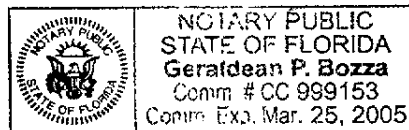
STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17 day of July, 2003
by THOMAS W. HARRISON, who is personally known to me and did not take an oath.


Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed or Stamped

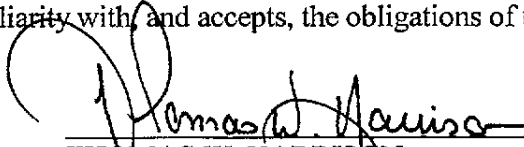
My commission expires:



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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR PALMA SOLA BAY NURSERIES, L.L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.


THOMAS W. HARRISON
DATED: July 17, 2003

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