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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

2005 AUG 31 A 11: 06

SUBJECT: Nature's Way Wholesale Nursery, LLC
(Name of Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa Smithson

(Name of Person)

Nature's Way Wholesale Nursery, LLC

(Firm/Company)

1901 Ulmerton Road, Suite 750

(Address)

Clearwater, FL 33762

(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa Smithson

(Name of Person)

at (727)

540-9693

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|---|---|

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED

2005 AUG 31 AM 11:01
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Nature's Way Wholesale Nursery, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1901 Ulmerton Road, Suite 750
Clearwater, FL 33762

Mailing Address:

1901 Ulmerton Road, Suite 750
Clearwater, FL 33762

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Lisa Smithson

Name

1901 Ulmerton Road, Suite 750

Florida street address (P.O. Box **NOT** acceptable)

Clearwater, FL 33762

FL

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

2005 AUG 31 A 11: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGR

Shannon Smithson

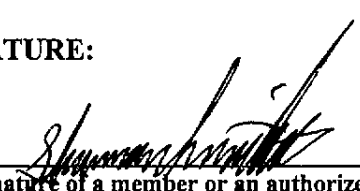
7485 Hobson Street NE

St. Petersburg, FL 33702-5439

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Shannon Smithson

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)