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TALLAHASSEE, FLORIDA

CHARLES M. PIGOTT, P.A.

330 U.S. Highway One, Suite 2 Lake Park, Florida 33403 Tel: (561)842-4922 Fax: (561-842-4972

CHARLES M. PIGOTT
Attorney at Law

of Counsel Brant & Baldwin

October 4, 2005

Via US Mail

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

Re: Articles of Organization for Florida Limited Liability Company

Hayden Nursery, LLC

Dear Clerk:

W05-48466

Enclosed please find the original and one copy of the Articles of Organization for Florida Limited Liability Company, together with my trust account check in the amount of \$125.00 for the filing fee (\$100.00) and Designation of Registered Agent (\$25.00).

If you have any questions please advise.

Sincerely,

Judy Pagano, Legal Assistant to

Charles M. Pigott

CMP/jap

Enclosures: Articles/Check

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

October 24, 2005

JUDY PAGANO, LEGAL ASSISTANT CHARLES M. PIGOTT, P.A. 330 U.S. HIGHWAY ONE, SUITE 2 LAKE PARK, FL 33403

SUBJECT: HAYDEN NURSERY, LLC

Ref. Number: W05000048466

We have received your document for HAYDEN NURSERY, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article V refers to an attached Exhibit "A," but no such attachment was included with your document. Please also note that due to a change in the law in 1999, LLC's no longer file Affidavits, so please do not use the term "Affidavit" in your attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers Document Specialist

Letter Number: 505A00064425

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SECRETARY OF STATE
ALLAHASSEF FINANTA

CHARLES M. PIGOTT, P.A.

330 U.S. Highway One, Suite 2 Lake Park, Florida 33403 Tel: (561)842-4922 Fax: (561-842-4972 Email: cmpigott@aol.com

CHARLES M. PIGOTT Attorney at Law

of Counsel Brant & Baldwin

November 1, 2005

Via Federal Express

Registration Section Division of Corporations Attn: Lee Rivers 409 E. Gaines Street Tallahassee, Florida 32399

Re: Articles of Organization for Florida Limited Liability Company

Hayden Nursery, LLC

Dear Mr. Rivers:

As per our telephone conversation, I am enclosing the Articles of Organization for Florida Limited Liability Company, including Exhibit "A", along with a copy of your letter number: 505A00064425.

I have also enclosed a prepaid return Federal Express packet for the return of the Articles.

If you have any questions please advise.

Sincerely,

ludy Pagano Legal Assistant to

Charles M. Pigott

CMP/jap

Enclosures: Articles/Federal Express Packet

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

<u>of</u>

HAYDEN NURSERY, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the limited liability company shall be:

HAYDEN NURSERY, LLC

ARTICLE II. - ADDRESS

The mailing address and street address of the principal offices of the company are:

Mailing address

Street Address

9081 SE EAGLE AVENUE HOBE SOUND, FL 33455 4600 SW GROVE STREET PALM CITY, FL 34990

ARTICLE III. - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV. - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: DAVID F. HAYDEN, 9081 SE EAGLE AVENUE, HOBE SOUND, FL 33455

ARTICLE V. - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI. - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII. - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other an the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII. - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX. - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

David F. Hayden

9081 SE Eagle Avenue

Hobe Sound, FL 33455

Leigh S. Hayden

9081 SE Eagle Avenue

Hobe Sound, Fl 33455

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SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lake Park, Florida, this the _______day of October 2005.

David F. Hayden

ACCEPTANCE

I hereby am familiar with and accept the responsibilities of Registered Agent for Hayden Nursery, LLC.

David F. Hayden 🛭

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

I HEREBY CERTIFY that on this day personally appeared before the undersigned notary public duly authorized to administer oaths and take acknowledgments, David F. Hayden, who first being duly sworn by me did depose and say that he is the individual described in the foregoing ARTICLES OF ORGANIZATION of HAYDEN NURSERY, LLC, and he acknowledged before me that he signed and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal at Lake Park, County of Palm Beach, State of Florida, this the _______ day of October 2005.

Judith A. Pagano

MY COMMISSION # DD172689 EXPIRES

January 24, 2007

BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public Print Name:

My Commission Expires:

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SECRETARY OF STATE

EXHIBIT "A"

Capital contributions distributed by members of LLC.

Real Estate and Nursery Inventory located at 4600 S.W. Grove Street, Palm City, Florida 34990

SECKENALLY OF STATE