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FLORIDA LIMITED LIABILITY CO.
TROPIFLORA NURSERY, L.L.C.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- I. The name of the limited liability company is:

TROPIFLORA NURSERY, L.L.C.

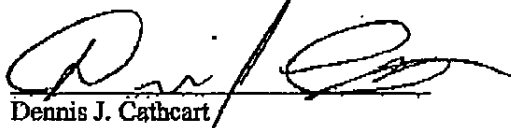
2. The name and address of the registered agent and office is:

**Dennis J. Cathcart
3530 Tallevast Road
Sarasota, Florida 34243**

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.

Dated: June 28, 2015

Signature of Registered Agent



Dennis J. Cathcart

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**ARTICLES OF ORGANIZATION
OF
TROPICFLORA NURSERY, L.L.C.**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, as the same may from time to time be amended, superseded or replaced (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is TROPICFLORA NURSERY, L.L.C.

ARTICLE II - ADDRESS

The initial principal office address and initial mailing address of the Company is 3530 Tallevast Road, Sarasota, Florida 34243.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 3530 Tallevast Road, Sarasota, Florida 34243 and the name of its initial registered agent at such address is Dennis J. Cathcart.


ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of each person authorized to manage and control the Company is Dennis J. Cathcart and Linda Cathcart, 3530 Tallevast Road, Sarasota, Florida 34243.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an Authorized Representative of the Company, has executed these Articles of Organization this 29th day of June, 2015. In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Dennis J. Cathcart, Authorized Representative

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