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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -5 AM 11:16

R. JOHN FRACALOSSI
12351 Persimmon Blvd.
Royal Palm Beach, Florida 33463

January, 23, 1998

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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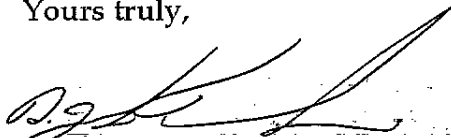
Dear Sir:

Enclosed are two signed copies of the Articles of Organization for Florida Limited Liability Company BABBLING BROOK LANDSCAPE NURSERY, L.C. as well as two executed copies of the Certificate of Designation of Registered Agent/Registered Office for the same company.

Also enclosed is a check in the amount of \$337.50 for the filing fees for the above forms inclusive of \$52.50 for a certified copy of these forms.

I may be reached at 561-795-9989 or by pager # 561-534-2759.

Yours truly,


R. John Fracalossi

Name Availability	KWM
Document Examiner	KWM
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

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ARTICLE I - Name:

The name of the Limited Liability Company is:

BABBLING BROOK LANDSCAPE NURSERY, L.C.

ARTICLE II - Address:

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

12351 Persimmon Blvd
Royal Palm Beach, Fl 33411

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

Article iv - Management:

_____ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

XXX The Limited Liability Company is to be managed by the members and the name(s) and address(s) of the managing members(s) is/are:

R. John Fracalossi
12351 Persimmon Blvd
Royal Palm Beach, Fl 33411

Ronald J. Fracalossi, Sr.
330 Pine Ridge Circle
Unit- B1
Greenacres, Fl 33463

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ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The right to admit additional member(s) shall be based upon the unanimous vote of the members if two (2) members exist or majority vote if three (3) or more members exist. The amount of contribution of the additional member(s) shall be determined by the existing members.

ARTICLE VI - Members Rights to Continue Business

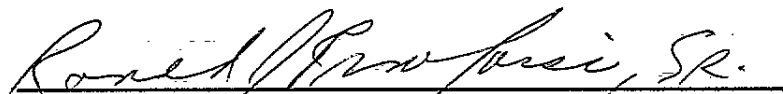
The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in limited liability company shall be:

The remaining members shall continue business, and in the event there exists only one (1) remaining member, then the successor(s), heir(s), or assignee(s) of the nonremaining member shall continue the membership interest.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of BABBLING BROOK LANDSCAPE NURSERY, L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 350.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members(s) is \$ 350.00


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

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

Ronald J. Fracalossi, Sr.
Typed or printed name of signee

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is :

BABBLING BROOK LANDSCAPE NURSERY, L.C.

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

R. JOHN FRACALOSS
12351 Persimmon Blvd.
Royal Palm Beach, Fl. 33411

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.



SIGNATURE

1/30/98

DATE