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OF COUNSEL
(Admitted in WV & KY Only)

JOEL S. CRONIN, M.D., P.A.
MICHAEL D. ERIKSEN, P.A.

February 12, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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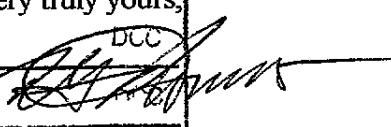
SUBJECT: Macho Grande Nurseries, L.C.

Dear Sir or Ma'am:

Enclosed is an original and one copy of the Articles of Organization for the above named limited liability company, as well as the following:

- a) Affidavit of Membership and Contributions (original and one copy).
- b) Certificate of Designation of Registered Agent/Registered Office (original and one copy)
- c) Check in the amount of \$346.25 for the following:
 - i) \$250 filing fee for Articles of Organization and Affidavit
 - ii) \$35 Designation of Registered Agent
 - iii) \$52.50 Certified Copy
 - iv) \$ 8.75 Certificate of Status

If you have any questions or need to reach me for any reason, please do not hesitate to contact

Name	inc. 2/17/98
Availability	dec
Document	Very truly yours,
Examiner	DCC
Updater	
Updater	Rodney G. Romano
Verifier	Attorney for the Above Named Entity
Acknowledgement	DCC
W. P. Verifier	DCC

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**Articles Of Organization of
Macho Grande Nurseries, L.C.**

a Florida Limited Liability Company

ARTICLE I: Name. The name of the Limited Liability Company is:

Macho Grande Nurseries, L.C.

ARTICLE II: Address. The mailing address and street address of the principal office of the Limited Liability Company are:

Mailing Address -

1005 Lake Avenue

Lake Worth, Florida

33460

Street Address -

14625 Smith-Sundy Road

Delray Beach, Florida

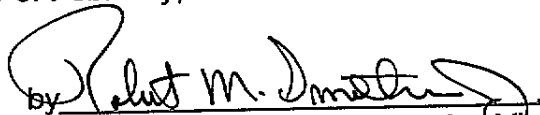
ARTICLE III: Duration. The period of duration for the Limited Liability Company shall be:

until December 31, 2030 or until terminated earlier as provided in the
Limited Liability Company Operating Agreement

ARTICLE IV: Management. The Limited Liability Company is to be managed by the members and the name and address of the initial managing member is:

Robert M. Smither, Jr.
1450 So. Dixie Hwy.
Boca Raton, Florida 33432

Dated this 12 day of February, 1998:

by 

Robert M. Smither, Jr., Executive Vice President, Dharma Holdings
Limited

FILED
CO. FEB 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Affidavit Of Membership And Contributions

The undersigned member or authorized representative of a member of Macho Grande Nurseries, L.C., deposes and says:

- (1) the above named limited liability company has at least two members
- (2) the total amount of cash contributed by the members is: \$0
- (3) the agreed value of property other than cash contributed by members is: \$0
- (4) the amount of cash or property anticipated to be contributed by members is: \$50,000.00

Dated this 12 day of February, 1998.

by 

Robert M. Smither, Jr., Executive Vice-President, Dharma Holdings Limited

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53 FEB 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Certificate of Designation of
Registered Agent/Registered Office

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

- (1) The name of the limited liability company is: Macho Grande
Nurseries, L.C.
- (2) The name and address of the registered agent and office is:

Rodney G. Romano
1005 Lake Avenue
Lake Worth, Florida 33460-3709

*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 its 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.*


Rodney G. Romano

2/12/98

FILED
FEB 13 PM 3:00
TALLAHASSEE
SECRETARY OF STATE