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ATTORNEYS AT LAW

An Affiliation of Professional Associations

401-A SOUTH INDIAN RIVER DRIVE
FORT PIERCE, FLORIDA 34950

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R.N. KOBLEGARD, III, -
Board Certified Civil Trial Lawyer
of FEE & KOBLEGARD, P.A.

JOSEPH J. DeROSS, JR.
of JOSEPH J. DeROSS, JR., P.A.

FRANK FEE (1913-1983)
OTIS R. PARKER, JR. (1910-1982)

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February 16, 1999

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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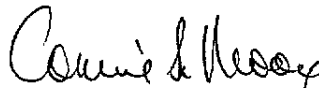
**Re: Horizon Tree Farm, L.C. and
Horizon Nursery of Florida, L.C.**

Dear Sir or Madam:

Enclosed please find Articles of Organization for Horizon Tree Farm, L.C. and Horizon Nursery of Florida, L.C., our check for \$675.00 for the filing fees and a stamped return envelope.

Please advise if you need anything further. Thank you.

Yours very truly,



Connie S. Moore
Legal Assistant

csm
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

hc
2-23-99

ARTICLES OF ORGANIZATION
OF
HORIZON NURSERY OF FLORIDA, L.C.

The undersigned authorized representative of the members, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I

NAME

The name of this limited liability company is, and shall be, **HORIZON NURSERY OF FLORIDA, L.C.**, and its principal place of business shall be in Indian River County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of duration of this limited liability company shall be perpetual unless unanimously agreed otherwise by the members.

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ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1300 SW 9th Street, Vero Beach, Florida 32962, and its mailing address shall be 1300 SW 9th Street, Vero Beach, Florida 32962.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is 401-A South Indian River Drive, Fort Pierce, Florida 34950, and the name of its initial registered agent is Frank H. Fee, III, Esquire.

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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ARTICLE VI

PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of Two Thousand and No/100 Dollars (\$2,000.00) cash shall be paid by the members of this limited liability company in the percentages specified as follows:

<u>Name and Address</u>	<u>Total Capital Contribution</u>	<u>Percentage</u>
CHRISTOPHER SMITH 1300 SW 9th Street Vero Beach, FL 32962	\$1,800.00	90%
VERNON SMITH Riverside National Bank 2211 Okeechobee Road Fort Pierce, FL 34950	\$200.00	10%
TOTALS	\$2,000.00	100%

ARTICLE VIII

PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance

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with generally accepted accounting principles. Distributions of net profits, or allocation of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX

MANAGEMENT

This limited liability company shall be managed and its powers exercised by a managing member to be elected from time to time by the members. **CHRISTOPHER SMITH**, whose address is 1300 SW 9th Street, Vero Beach, FL 32962, is hereby designated initial managing member to serve as manager until the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have the power to borrow money and pledge company assets.

The undersigned hereby certifies that he is the duly authorized representative of all members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of **HORIZON NURSERY OF FLORIDA, L.C.**

Executed by the undersigned at Vero Beach, Indian River County, Florida, on the 15th day of February, 1999.

CHRISTOPHER SMITH
VERNON SMITH

By: 

FRANK H. FEE, III, ESQUIRE
Attorney at Law
Authorized Representative
Pursuant to §608.407,
Florida Statutes

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



FRANK H. FEE, III, ESQUIRE

DATE: February 15, 1999

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99 FEB 18 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
OF HORIZON NURSERY OF FLORIDA, L.C.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, this day personally appeared FRANK H. FEE, III, who, after first being duly sworn, did depose and say that:

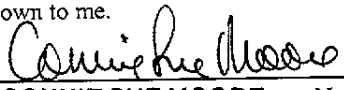
1. He is authorized representative, attorney and agent in this behalf for the members named in the Articles of Organization for HORIZON NURSERY OF FLORIDA, L.C., and as such is authorized to make this sworn statement; and
2. The limited liability company, HORIZON NURSERY OF FLORIDA, L.C., has at least two (2) members; and
3. The actual amount of cash contributed as capital to the limited liability company, HORIZON NURSERY OF FLORIDA, L.C., is \$2,000.00; and
4. There is no property contributed as capital to the limited liability company, HORIZON NURSERY OF FLORIDA, L.C., other than cash in the amount of \$2,000.00, and for which there is an agreed value; and
5. The total amount of cash or property anticipated in the future to be contributed by the members of HORIZON NURSERY OF FLORIDA, L.C., is cash or property in the approximate amount of \$400,000.00; and
6. This Affidavit is made and given in conformity with the provisions of Section 608.407(2), Florida Statutes.

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TALLAHASSEE, FLORIDA

Further Affiant Sayeth Not.


FRANK H. FEE, III

SWORN TO AND SUBSCRIBED before me
this 15th day of February, 1999
by FRANK H. FEE, III, who is personally
known to me.


CONNIE SUE MOORE, Notary Public
State of Florida at Large



Connie Sue Moore
MY COMMISSION # CC619625 EXPIRES
April 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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99 FEB 18 AM 9:01
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TALLAHASSEE, FLORIDA