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LAW OFFICES
ALEXANDER & VANN, LLP
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June 24, 1999

Via Certified Mail

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL

100002917301--9
-06/28/99--01107--006
*****285.00 *****285.00

Re: Creation of Fraleigh Nursery, LLC

Dear Sir or Madame:

Enclosed, please find a the articles of organization for the Fraleigh Nursery, L.L.C.
The check for the filing fee of \$285.00 is also enclosed.

Once filed please return a copy of the filed document.

Sincerely yours,

Lisa Dryden

Lisa Dryden
Legal Assistant to Thomas H. Vann, Jr.

/lrd
Enclosures

W99-15390

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 19 PM 2:45



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 2, 1999

ALEXANDER & VANN, LLP
ATTN: THOMAS H. VANN, JR.
P.O. BOX 1479
THOMASVILLE, GA 31799-1479

SUBJECT: FRALEIGH NURSERY, LLC
Ref. Number: W99000015390

We have received your document for FRALEIGH NURSERY, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A00034860

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 14, 1999

ALEXANDER & VANN, LLP
ATTN: THOMAS H. VANN, JR.
P.O. BOX 1479
THOMASVILLE, GA 31799-1479

SUBJECT: FRALEIGH NURSERY, LLC
Ref. Number: W99000015390

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 799A00036241

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ARTICLES OF ORGANIZATION

OF

FRALEIGH NURSERY, LLC

**ARTICLE I
NAME**

The name of this limited liability company is Fraleigh Nursery, LLC referred to in these Articles of Organization as the "Company." The Company is organized pursuant to the provisions of the Florida Limited Liability Company Act.

**ARTICLE II
NAME AND ADDRESS OF ORGANIZER**

The name and address of the organizer of the Company is: James Livingston Fraleigh, S.E. Rutledge Street, Madison, Florida 32340.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address and county of the Company's initial registered office and registered agent is: James Livingston Fraleigh, 307 S.E. Rutledge Street, Madison, Madison County, Florida 32340.

**ARTICLE IV
PRINCIPAL OFFICE**

The Company's initial principal office is located at 307 S.E. Rutledge Street, Madison, Florida 32340.

**ARTICLE V
DURATION**

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2088. Except for prior amendment to this Article V, no act by the Company or its members can avoid this dissolution.

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

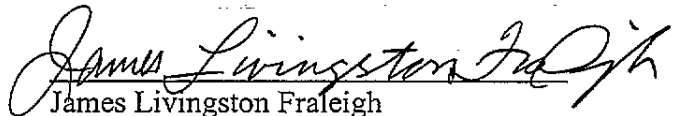
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Fraleigh Nursery, LLC.
2. The name and street address of the registered agent is:

James Livingston Fraleigh
307 S.E. Rutledge Street
Madison, Florida 32340

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated on 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.

This 24th day of June, 1999.


James Livingston Fraleigh

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**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

The Company may admit new members as provided in the Company's Operating Agreement.

**ARTICLE VII
MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of such manager who is to serve as manager is: James Livingston Fraleigh, 307 S.E. Rutledge Street, Madison, Florida 32340.

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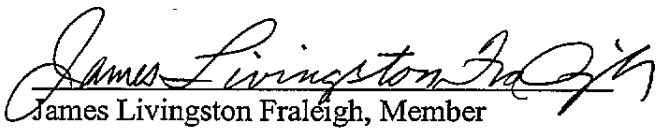
**ARTICLE VIII
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Fraleigh Nursery, LLC., certifies:

- 1). the above-named limited liability company has at least one (1) member;
- 2) the total amount of cash contributed by the member(s) is: \$500.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is: \$ 0.00
(A description of the property is attached and made a part hereof); and
- 4) A total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$500.00

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 24th day of June, 1999.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.


James Livingston Fraleigh, Member