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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Hines Nurseries LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 0        |
| Page Count            | 05       |
| Estimated Charge      | \$130.00 |

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HINES NURSERIES, INC.  
12621 Jeffrey Avenue  
Irvine, CA 92620

December 12, 2008

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sir/Madam:

Hines Nurseries, Inc., a corporation organized under the laws of the State of California, hereby consents to the qualification of Hines Nurseries LLC in the State of Florida.

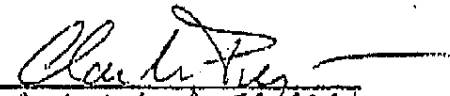
Very truly yours,

HINES NURSERIES, INC.

By

Name:

Title:

  
CLAUDIA P. PINEDA  
C.F.O.

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Hines Nurseries LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. August 13, 2008

(Date of Organization)

5.

perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 12621 Jeffrey Avenue, Irvine, CA 92620

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Leslie A. Meier

c/o BDCM Opportunity Fund II, L.P., 100 Field Drive, Suite 300

Lake Forest, IL 60045

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Growth and sale of horticultural products

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

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Leslie A. Meier

Typed or printed name of signee

**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:

Hines Nurseries LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

City/State/Zip

33324

*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 as provided for in Chapter 608, Florida Statutes.*

CT Corporation System

By: Jonathan A. Winkler, Esq. Secretary  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HINES NURSERIES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF DECEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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You may verify this certificate online  
at [corp.delaware.gov/authover.shtml](http://corp.delaware.gov/authover.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7029828

DATE: 12-17-08