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ELIZABETH MILTON SIMPSON

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January 10, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-01/13/00--01074--011
****122.50 *****78.75

RE: Jodie Shumaker's Florida Star Nursery and Supply Company, Inc.

Dear Sir or Madam:

Enclosed are the original and duplicate copies of the Articles of Incorporation of this proposed corporation. The resident agent designation is also enclosed. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to me.

I have enclosed a check made payable to the Secretary of State in the amount of \$122.50 to cover the fees for the filing of said corporation.

Thank you for your cooperation in this matter.

Sincerely yours,

Elizabeth M. Simpson

Elizabeth M. Simpson

EMS/adm
Enclosures

FILED
00 JAN 13 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
JODIE SHUMAKER'S FLORIDA STAR NURSERY
AND SUPPLY COMPANY, INC.**

FILED
00 JAN 13 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation is for profit under the Florida General Corporation Act, Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Jodie Shumaker's Florida Star Nursery and Supply Company, Inc.

ARTICLE TWO

The effective date of the corporation shall be upon its filing with the Secretary of State, and the duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized is to provide for a Florida Star Nursery and Supply Company and to transact any other lawful business for which corporations for profit may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 500 hundred shares. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

Each member shall be entitled to one vote at corporate meetings.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than ten persons who are not nonresident aliens.

ARTICLE SIX

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the corporation, and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE SEVEN

The corporation principal office and mailing address is 5005 Old Spanish Trail, Marianna, Florida 32448. The name of it's initial registered agent is Jodie L. Shumaker, 5005 Old Spanish Trail, Marianna, Florida 32448 (the same address as the principal address.) I, Jodie L. Shumaker, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors of the corporation are two (2). The corporation may have not less than one (1) director nor more than five (5) directors. The directors shall be elected in the manner stated in the by-laws of the corporation. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

NAME

ADDRESS

Jodie L. Shumaker

5005 Old Spanish Trail, Marianna, Florida 32448

Sherry L. Shumaker

5005 Old Spanish Trail, Marianna, Florida 32448

ARTICLE NINE

The names and addresses of the incorporators are:

NAME

ADDRESS

Jodie L. Shumaker, President/Resident Agent

5005 Old Spanish Trail
Marianna, Florida 32448

Sherry L. Shumaker, Vice-President/Secretary/ Treasurer

5005 Old Spanish Trail
Marianna, Florida 32448

ARTICLE TEN

Interested directors may be counted for quorum and voting purposes and the corporation is authorized to indemnify directors and officers for expenses they incur on behalf of the corporation.

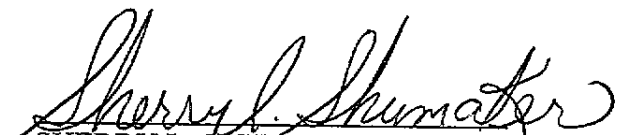
ARTICLE ELEVEN

The articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of

August, 1999.


JODIE L. SHUMAKER


SHERRY L. SHUMAKER

STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, JODIE L. SHUMAKER, who is personally known to me or who produced Personally Known as identification, and who executed the foregoing articles of incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of August, 1999.



KELLY J VANHUSS
My Commission CC544944
Expires Apr. 02, 2000

Kelly J. VanHuss
NOTARY PUBLIC
My commission expires:

STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, SHERRY L. SHUMAKER, who is personally known to me or who produced Personally Known as identification, and who executed the foregoing articles of incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of August, 1999.



KELLY J VANHUSS
My Commission CC544944
Expires Apr. 02, 2000

Kelly J. VanHuss
NOTARY PUBLIC
My commission expires:

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

JODIE SHUMAKER'S FLORIDA STAR NURSERY AND SUPPLY COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 5005 Old Spanish Trail, Marianna, Florida 32448, County of Jackson, State of Florida, has named Jodie Shumaker as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certification, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JODIE SHUMAKER
REGISTERED AGENT

FILED
00 JAN 13 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA