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Florida Department of State
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To: Division of Corporations
 Fax Number : (850)922-4001

From: Account Name : WARD, DAMON & POSNER, P.A.
 Account Number : 072262000447
 Phone : (561)842-3000
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FLORIDA PROFIT CORPORATION OR P.A.

Palmieri Nursery, Inc.

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**ARTICLES OF INCORPORATION
OF
PALMIERI NURSERY, INC.**

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: **PALMIERI NURSERY, INC.**

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 4842 W. 45th Street, West Palm Beach, Florida 33407.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of common voting stock.

Roger C. Stanton, Esquire
Ward, Damon, Beverly, Tittle & Posner, P.A.
4420 Beacon Circle
West Palm Beach, FL 33407

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ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is Ward, Damon, Beverly, Tittle & Posner, P.A., 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407, and the name of its initial registered agent at that address is Philip H. Ward, III.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Name

Address

Philip H. Ward, III

c/o Ward, Damon, Beverly, Tittle & Posner, P.A.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

DATED this 17th day of March, 2000

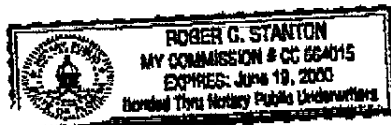


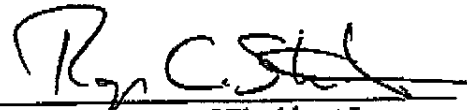
PHILIP H. WARD, III
(Incorporator and Registered Agent)

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Philip H. Ward, III, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of March, 2000.




Notary Public, State of Florida at Large
My Commission Expires:


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

ACKNOWLEDGMENT:

Having been named to accept service of process for PALMIERI NURSERY, INC., at the
initial registered office of the Corporation in this State designated in its Articles of Incorporation,
I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505
Florida Statutes.

Date: March 17, 2000

By: 
Philip H. Ward, III, Esquire

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