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April 11, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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*****70.00 *****70.00

RE: FBS HORTICULTURAL PRODUCTS, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of $70.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

HOVIS, BOYETTE & CRAWFORD, P.A.

Wade Boyette

Wade Boyette

KWB/jcg
Enclosures

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ARTICLES OF INCORPORATION

of

FBS HORTICULTURAL PRODUCTS, INC.

The undersigned natural persons of legal age, acting as incorporators under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: FBS HORTICULTURAL PRODUCTS, INC., 13929 Louisa Court, Clermont, FL 34711.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of $1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The names and addresses of the Subscribers and Incorporators are:

NAME	ADDRESS
Tina M. Carter	P.O. Box 120755 Clermont, FL 34711
Darla Jane Miller	13929 Louisa Court Clermont, FL 34711

The names and addresses of the Directors are:

NAME	ADDRESS
Tina M. Carter	P.O. Box 120755 Clermont, FL 34711
Darla Jane Miller	13929 Louisa Court Clermont, FL 34711

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

(a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;

(b) Reorganization, merger or consolidation of the corporation;

(c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or

(d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 13929 Louisa Court, Clermont, FL 34711. The name of the Registered Agent of this corporation is Darla Jane Miller.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporators certify to the truth of the facts herein stated, this 11 day of April, 2000.

Tina M. Carter

Tina M. Carter

Darla Jane Miller

Darla Jane Miller

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ACCEPTANCE

I hereby accept appointment as Registered Agent of FBS HORTICULTURAL PRODUCTS, INC.

Dated: April 11, 2000.

Darla Jane Miller

Darla Jane Miller