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May 8, 2000

FOR OVERNIGHT MAIL

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Incorporation for B.L. Dutton, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of B.L. Dutton, LTD., Inc. and a check in the amount of \$78.75 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,

Hae Kyung Lim

Hae Kyung (Ella) Lim
HKL/el
Enclosures
cc: Mr. Barry L. Dutton

D. BROWN MAY 12 2000

ARTICLES OF INCORPORATION
OF
B.L. DUTTON, INC.

FILED
00 MAY 10 PM 1:02
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be: B.L. Dutton, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 2855 Highway A1A N., Unit H, Indialantic, Florida 32903.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is to provide sales representation to wholesale nurseries, and to engage in any and every aspect and activities that are lawfully associated with the industry of nurseries and any lawful purpose in compliance with the provisions of the laws and regulations of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common stock. This class of stock shall have voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

OFFICERS/DIRECTORS

This Corporation shall have two Officers initially. The name and address of the initial Officers of this corporation are:

Barry L. Dutton - President
2855 Highway A1A N., Unit H,
Indialantic, Florida 32903

Linda B. Fleming-Dutton - Vice President
2855 Highway A1A N., Unit H,
Indialantic, Florida 32903

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is:

853 S.E. Monterey Commons Blvd.
Stuart, Florida 34996

The name of the initial Registered Agent of this corporation at that address is:

Richard H. Levenstein, Esquire

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Barry L. Dutton
2855 Highway A1A N.
Unit H
Indialantic, Florida 34996

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

EFFECTIVE DATE

The effective date of this corporation is the date of execution of these Articles of Incorporation by Incorporator.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of May, 2000.

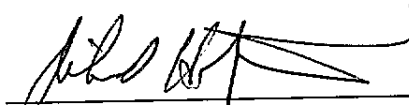

Barry L. Dutton

FILED
00 MAY 10 PM 1:02
ALBANY, NEW YORK

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, Richard H. Levenstein, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 8th day of May, 2000.



Richard H. Levenstein
Registered Agent