

LAW OFFICES
OF
MILLER & ZACHMAN, P.A.

ALICIA ZACHMAN

621 SOUTH FEDERAL HIGHWAY • SUITE 10
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 463-3765
FAX (954) 462-5777

PLEASE REPLY TO: POST OFFICE BOX 9
FORT LAUDERDALE, FLORIDA 33302

November 1, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

400003452904--6
-11/06/00-01067--007
*****78.75 *****78.75

Re: Articles of Incorporation of Big Pine Nursery
of Martin County, Inc.

Dear Sir/Madam:

Enclosed herein please find an original and copy of the Articles of
Incorporation of Big Pine Nursery of Martin County, Inc.

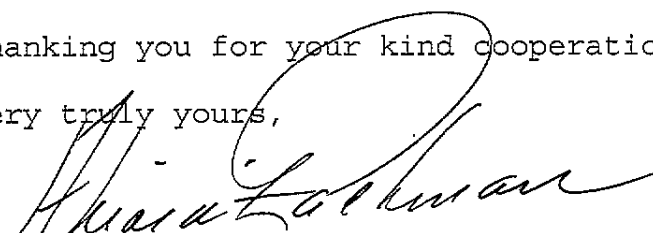
Please file these Articles of Incorporation in accordance with
Florida Statutes, Section 607.164(4), and upon completion of the
filing process, return one certified copy to this office.

If convenient, would you please call to advise of the filing date
and file number.

We have enclosed our check in the amount of \$78.75, which
represents the filing fees for said corporation.

Thanking you for your kind cooperation in this matter, I am

Very truly yours,


Alicia Zachman

AZ:rl1
Encls.

FILED
00 NOV -6 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-6
90C

ARTICLES OF INCORPORATION

OF

BIG PINE NURSERY OF MARTIN COUNTY, INC.

ARTICLE I - NAME OF CORPORATION AND CORPORATE ADDRESS

The name of this corporation is BIG PINE NURSERY OF MARTIN COUNTY,
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful
business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with
a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and initial registered office address of this corporation is:

800 S.E. Salerno Road
Stuart, FL 34997

and the name of the initial registered agent of the corporation at that address is Lynda J.
Hall.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

Big Pine Nursery of Martin, County, Inc.
800 S.E. Salerno Road
Stuart, FL 34997

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00 NOV -6 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FL 32399

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Lynda J. Hall
800 S.E. Salerno Road
Stuart, FL 34997

ARTICLE VIII - INCORPORATION

The names and addresses of the persons signing these Articles are:

Lynda J. Hall
800 S.E. Salerno Road
Stuart, FL 34997

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INITIAL ISSUE OF STOCK

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Lynda J. Hall	100
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ARTICLE XI - MEETINGS BY CONFERENCE

Members of the Board of Directors may participate in special meetings by conference telephone as provided by law, but regular meetings of the Board of Directors must be attended, in fact, in person, by each Director.

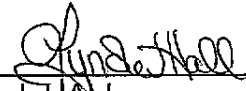
ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them and any right conferred upon the shareholders is subject to this reservation.

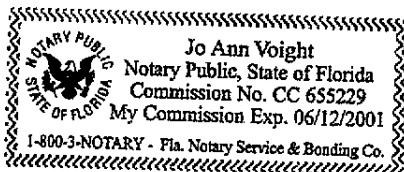
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of Oct, 2000.

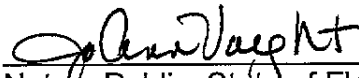

LYNDA J. HALL

STATE OF FLORIDA
COUNTY OF Broward

BEFORE ME, the undersigned authority, appeared Lynda J. Hall, who to me is well known to be the person described in and who subscribed the above articles of incorporation, who is personally known to me or who produced _____ as identification and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 31 day of Oct, 2000.

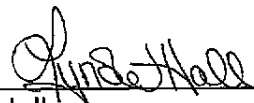



Notary Public, State of Florida

My Commission Expires:

ACKNOWLEDGMENT

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


Lynda J. Hall