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LAKE LEGAL ASSISTANT

&

ASSOCIATES, INC.

P. O. Box 1232
Eustis, FL 32727
352-742-7777

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

January 23, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
01 JAN 26 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: HILLTOP NURSERY, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation.

Please forward a copy in the enclosed, self-addressed, stamped envelope provided herein.

Very truly yours,



Cheryl A. Kelly-Hedstrum,
Paralegal

Enclosures

Cheryl Hedstrum GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reg Agent Address
DATE 1-24-2001
DOC. EXAM CB

CB 1-29
W-012037

ARTICLES OF INCORPORATION

OF

HILLTOP NURSEY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
Corporate Name

The name of the corporation is: HILLTOP NURSERY, INC.

ARTICLE II
Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III
Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 10,000 shares of capital stock with no par value, which shall be designated "Common Shares".

ARTICLE V
Initial Registered Office and Agent

The principal office, and the mailing address of the corporation is:

20904 Kine Drive
Eustis, Florida 32736

P.O. Box 1085
Tavares, FL 32778

The name and street address of the initial registered agent of this corporation is:

Dennis Savoury
20904 Kine Drive
Eustis, Florida 32736

**ARTICLE VI
Incorporators**

The name and addresses of the incorporator signing these Articles of Incorporator are as follows:

Dennis Savoury
P.O. Box 1085
Tavares, Florida 32778

**ARTICLE VII
Initial Board of Directors**

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time-to-time by the by-laws, but shall never be less than one. The name and address of the initial director is as follows:

Dennis Savoury
P.O. Box 1085
Tavares, Florida 32778

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of January, 2001.

Dennis A. Savoury
Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 22nd day of January, 2001, by Dennis Savoury 241-9 who is personally known to me or who has produced FDL 5160-161-63 as identified and who did/did not take an oath.

Betty H. Haimowicz
NOTARY PUBLIC

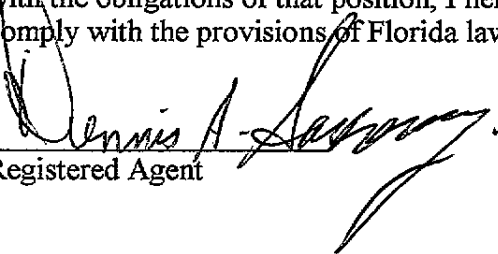


Betty H. Haimowicz
Commission # CC 913855
Expires Feb. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent of HILLTOP NURSERY, INC., pursuant to Florida Statutes, Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at P.O. Box 1085, ~~Tallahassee~~, Florida 32778 has named Dennis Savoury, located at 20904 Kine Drive Eustis, Florida 32736 as its registered agent to accept service of process within this state. Under that acknowledgment having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA