

**WALDMAN FELUREN
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April 20, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100004043531--4
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*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Shades of Green Nursery, Inc. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Kindly see that these Articles are filed and mail a stamped copy of same in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,

Renee Peavey
Renee Peavey,
Secretary to Mark S. Feluren

MSF/rp
Enclosures

FILED
01 APR 23 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SHADES OF GREEN NURSERY, INC.

FILED
01 APR 23 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator and adopts the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Shades of Green Nursery, Inc.

SECOND: The principal office of the Corporation shall be located at 12180 N.W. 28th Court, Plantation, FL 33323. The mailing address of the Corporation is 12180 N.W. 28th Court, Plantation, FL 33323.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000 all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the person who is to serve as the sole member of the initial Board of Directors of the Corporation is as follows:

NAME

ADDRESS

Michael J. France	12180 N.W. 28th Court Plantation, FL 33323
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FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, FL 33394 and the name of the initial registered agent of the Corporation at such address is Mark S. Feluren.

SIXTH: The name and address of the incorporator is:

NAME

ADDRESS

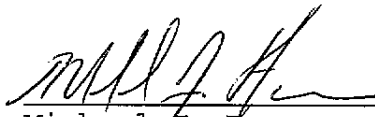
Michael J. France	12180 N.W. 28th Court Plantation, FL 33323
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SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation

Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

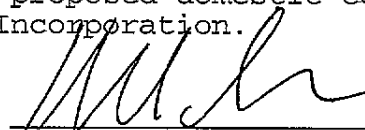
EIGHTH: The existence of the Corporation shall begin on the date the undersigned incorporator has executed these Articles of Incorporation.

Signed on April 19, 2001


Michael J. France,
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Mark S. Feluren

FILED
01 APR 23 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA