

Robert C. Cohen, P.A.
CERTIFIED PUBLIC ACCOUNTANT

301 S. Milwee Street
Longwood, FL 32750

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PO1000044201

April 25, 2001

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

FILED
01 APR 30 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

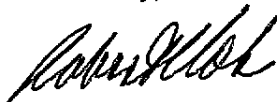
Re: PARR Nursery, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation of PARR Nursery, Inc., and a check in the amount of \$78.75 for the fees which include a certified copy.

Thank you for your assistance.

Sincerely,



Robert C. Cohen

Enclosures

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**ARTICLES OF INCORPORATION
OF
PARR NURSERY, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PARR Nursery, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 301 S. Milwee St., Longwood, Fl. 32750 and may be changed and a principal office established and/or relocated without amending these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of conducting any and all lawful business transactions in Florida, the United States and throughout the world.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 301 S. Milwee St., Longwood, Fl. 32750 and the name of the initial Registered Agent of this corporation is Robert C. Cohen.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting Common Stock having a Par Value of \$1 per share.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Robert C. Cohen, 301 S. Milwee St, Longwood, Florida 32750.

ARTICLE VII - INDEMNIFICATION

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

VIII - PREEMPTIVE RIGHTS

The shareholders of this corporation shall be, and are hereby vested with, preemptive rights as to their shareholdings in this corporation.

Articles of Incorporation of PARR Nursery, Inc.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended at any time as provided for in the Bylaws as long as any amendments are approved by the holders of a majority of the voting Common Stock of the corporation, with each shareholder entitled to one vote per share held.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of April, 2001



Robert C. Cohen
301 S. Milwee Street
Longwood, Florida 32750

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation were acknowledged before me this 26 day of April, 2001 by Robert C. Cohen, who is personally known to me and who did (not) take an oath.


Sheldon Bernstein
Commission # CC 920183
Expires March 20, 2004
My Commission Expires Thru
Atlantic Bonding Co., Inc.

ACCEPTED BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent of PARR Nursery, Inc., hereby accepts such appointment this 26 day of April and states that he is familiar with, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Robert C. Cohen