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REGISTERED GENERAL PRACTICE

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May 16, 2001

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****122.50 ****78.75

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

Re: Incorporation of LAWRENCE FARMS & NURSERY, INC.

Gentlemen:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for LAWRENCE FARMS & NURSERY, INC.

Also enclosed is my check in the amount of \$122.50, representing the following

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified copy of Charter and of Registered Agent Certificate	35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 18 PM 9:20

FILED

Thank you very much for your assistance.

Sincerely,



J. Dana Fogle

JDF/bja
Enclosures

F. CHESSER

MAY 25 2001

ARTICLES OF INCORPORATION
OF
LAWRENCE FARMS & NURSERY, INC.

FILED
01 MAY 18 PM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, WILLIAM P.L. JONES, JR. and ROBERT A. NICHOLL, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be LAWRENCE FARMS & NURSERY, INC.

ARTICLE II

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

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to own and operate a fernery and foliage business, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal

Revenue Code of 1954, as amended.

ARTICLE V

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI

STREET AND MAILING ADDRESS OF INITIAL REGISTERED

OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 3830 Marsh Road, DeLand, Florida 32724. The initial resident agent is WILLIAM P.L. JONES, JR., 3830 Marsh Road, DeLand, Florida 32724.

ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation are:

WILLIAM P.L. JONES, JR., 3830 Marsh Road, DeLand, Florida 32724 and

ROBERT A. NICHOLL, 3830 Marsh Road, DeLand, Florida 32724.

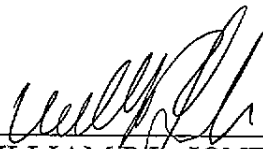
ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing.

IN WITNESS WHEREOF, we, WILLIAM P.L. JONES, JR. and ROBERT A.

NICHOLL, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 16th day of May, 2001.



WILLIAM P.L. JONES, JR.


ROBERT A. NICHOLL

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 16 day of May, 2001, by WILLIAM P.L. JONES, JR. and ROBERT A. NICHOLL, who are personally known to me or who have produced _____ as identification and who did/did not take an oath.

 (SEAL)
NOTARY PUBLIC

State of Florida at Large

My Commission Number/Expires:



J. Dana Fogle
MY COMMISSION # CC970604 EXPIRES
October 5, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

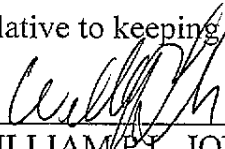
**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That LAWRENCE FARMS & NURSERY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of DeLand, County of Volusia, State of Florida, has named WILLIAM P.L. JONES, JR., located at 3830 Marsh Road, DeLand, Florida 32724, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



WILLIAM P.L. JONES, JR.

FILED
01 MAY 18 PM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA