CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

POIOOO 60981 CAROW Nursery, Inc.

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Signature	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Fictitious Search Fictitious Owner Search
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ARTICLES OF INCORPORATION

OF

CAROW NURSERY, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is CAROW NURSERY, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III

DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid

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for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI PRINCIPAL OFFICE

The street address of the principal office and mailing address of the corporation is 7690 Picos Road, Fort Pierce, Florida 34945.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7690 Picos Road, Fort Pierce, Florida 34945, and the name of the corporation's initial registered agent at that address is JOHN R. CAROW.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

NAME

ADDRESS

JOHN R. CAROW

7690 Picos Road Fort Pierce, Florida 34945

ARTICLE IX

INCORPORATOR

The name and street address of the Incorporator signing these Articles of Incorporation are:

NAME

ADDRESS

JOHN R. CAROW

7690 Picos Road Fort Pierce, Florida 34945

ARTICLE X

AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of June, 2001.

JOHN R. CAROV

STATE OF FLORIDA

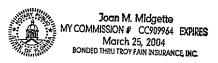
COUNTY OF ST. LUCIE

Joan/M. Midgette

Notary Public, State of Florida

Commission No. CC 909964

My Commission Expires:



midgette

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Date: <u>June 18</u>, 2001

JOHN R. CAROW Registered Agent

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SEGRETARY OF STATE
TALLAHASSEF FIREIT