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**Florida Department of State  
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Account Name : ROBERT D. ROYSTON, JR., P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**G & P Horticulture, Inc.**

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AUDIT NO. H01000094457 8

**ARTICLES OF INCORPORATION  
OF  
G & P HORTICULTURE, INC.**

**ARTICLE 1**

The name of the corporation is G&P Horticulture, Inc.

**ARTICLE 2**

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

**ARTICLE 3**

The duration of existence of the corporation is perpetual.

**ARTICLE 4**

The street address of the initial principal office of the corporation is:

c/o Geoffrey S. Gagen, President  
5740 Halifax Ave, Unit #1  
Fort Myers, FL 33912

The mailing address of the corporation is:

c/o Robert D. Royston, Jr.  
Costello, Sims & Royston  
P.O. Drawer 60205  
Fort Myers, FL 33906

**ARTICLE 5**

The aggregate number of shares that the corporation shall have authority to issue is ONE THOUSAND (1000) shares. All such shares shall be of a single class, designated as common, and shall be of \$1.00 par value. All common shares shall be identical with each other in every respect. The holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Prepared by:

Robert D. Royston, Jr., Esq.  
Fla. Bar No. 33496

**COSTELLO, SIMS & ROYSTON**

P.O. Drawer 60205, Fort Myers, FL, 33906  
(941) 939-2222 (voice) (941) 939-2280 (facsimile)

AUDIT NO. H01000094457 8

01 AUG 29 PM 3:58  
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AUDIT NO. H01000094457 8

**ARTICLE 6**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

Name	Address
GEOFFREY S. GAGEN	Unit 122, Bldg. 9431 Sweet Harbor Lane The Landings Fort Myers, FL 33919
PAMELA A. GAGEN	Unit 122, Bldg. 9431 Sweet Harbor Lane The Landings Fort Myers, FL 33919

**ARTICLE 7**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act its officers and directors.

**ARTICLE 8**

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

**ARTICLE 9**

The initial registered agent of the corporation and the street address of the corporation's initial registered agent are:

Name	Street Address
Robert D. Royston, Jr.	12670 New Brittany Blvd., Suite 101 Fort Myers, FL 33907

AUDIT NO. H01000094457 8

**ARTICLE 10**

The name and address of the incorporator of the corporation is:

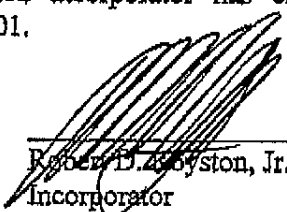
**Name**

**Street Address**

Robert D. Royston, Jr.

12670 New Brittany Blvd., Suite 101  
Fort Myers, FL 33907

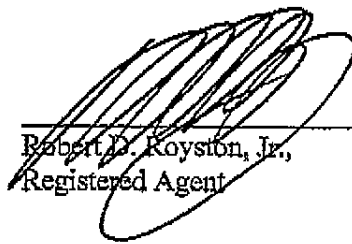
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 29<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
Robert D. Royston, Jr.,  
Incorporator

**ACCEPTANCE OF DUTIES OF REGISTERED AGENT**

Having been named to act as Registered Agent to accept service of process for the above named Corporation, at the place designated in these Articles of Incorporation, and being familiar with the obligations of this position, I hereby accept the duties of registered agent, agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed this Acceptance of Duties of Registered Agent on the 29<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
Robert D. Royston, Jr.,  
Registered Agent

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