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FROM-SWAIN HARRIS AND SHEEHAN - LAKE PLACID

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Florida Department of State
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Account Name : SWAIN, HARRIS & SHEEHAN, P.A.
Account Number : T19980000021
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FLORIDA PROFIT CORPORATION OR P.A.

Greenscape Nursery, Inc., a Florida corporation

Certificate of Status	0
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Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GREENSCAPE NURSERY, INC., a Florida corporation

The undersigned subscriber to these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is GREENSCAPE NURSERY, INC., a Florida corporation

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

- (a) To engage in every aspect and phase of the nursery and landscape business and to engage in every aspect and phase of related businesses; and to engage in all other lawful businesses not prohibited by the Laws of Florida.
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall be duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- (d) To engage in no other business other than the rendition of the professional services specified herein.
- (e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.
- (f) The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the principal and initial registered office of the corporation in the State of Florida is 411 U.S. 27 South, Lake Placid, Florida 33852. The mailing address of the corporation in the State of Florida is 411 U.S. 27 South, Lake Placid, Florida. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
David Austin	411 U.S. 27 South Lake Placid, Florida 33852

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
David Austin	411 U.S. 27 South Lake Placid, Florida 33852

The subscriber of these Articles of Incorporation hereby assign to this corporation his rights under Section 607, Florida Statutes, to constitute a corporation, and he hereby assigns to those persons designated by the board of directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

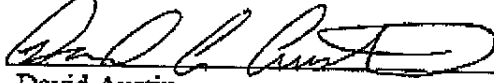
ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

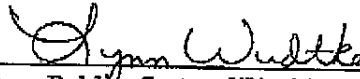
The corporation hereby designates as its registered office 411 U.S. 27 South, Lake Placid, Florida 33852, and as its registered agent, David Austin, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set his hand and seal this 7th day of September 2001, for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes and files in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.


David Austin
Subscriber

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

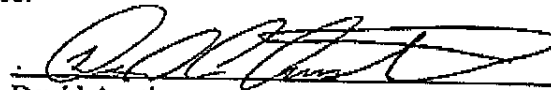
THE FOREGOING instrument was acknowledged before me this 7th day of September 2001, by David Austin who is personally known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.


Notary Public, State of Florida at Large
Printed Name: Lynn Wudtke
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

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 provision of said act relative to keeping open said office.


David Austin
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA