

Jay D. Asbury, P.A.
Attorney at Law

P.O. Box 848
234 N. Summit Street
Crescent City, Florida 32112

Telephone (904) 698-1970
Fax (904) 698-1272

PO/000106051

October 30, 2001

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

000004662440--9
-11/01/01--01033--003
****157.50 *****78.75

RE: NANCY S. HARRIS, INC.
Our File No. 01-120
LLOYD L. HARRIS, INC.
Our File No. 01-121

TO WHOM IT MAY CONCERN:

Enclosed please find the Articles of Incorporation of NANCY S. HARRIS, INC. and LLOYD L. HARRIS, INC., and both of the Certificates Designating Registered Agent, together with a check in the amount of \$157.50, as and for the two filing fees and certified copies.

Please send the certified copies of both of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Very truly yours,

Patti

Patti
Secretary to Jay D. Asbury

encls.

FILED
01 NOV - 1 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

LLOYD L. HARRIS, INC.

FILED

01 NOV -1 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, competent to contract, hereby associate themselves for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be LLOYD L. HARRIS, INC., and it's principal place of business shall be 255 S. Prospect St., Crescent City, FL 32112, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is LLOYD L. HARRIS, physical address is 255 S. Prospect Street, Crescent City, FL 32112.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in the business of buying, selling and transporting fern, decorative greens, floral plants and foliage to customers of a fern route. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, market, and in all other ways, (whether like, or unlike any of the foregoing), deal in and with property of every

kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is One thousand (1000) shares, which shall be common stock with par value of \$1.00 per share. Initially 480 shares shall be issued to LLOYD L. HARRIS, 480 shares shall be issued to NANCY S. HARRIS and 40 shares shall be issued to CHARLES PHILLIP BAILEY.

ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three directors constituting the initial board of Directors. The names and addresses of the initial Board of Directors of the corporation are:

LLOYD L. HARRIS, 255 S. Prospect St., Crescent City, FL 32112.

NANCY S. HARRIS, 255 S. Prospect St., Crescent City, FL 32112.

CHARLES PHILLIP BAILEY, 303 S. Prospect St., Crescent City, FL 32112.

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The names of the persons who will serve as an officers of this corporation are:

LLOYD L. HARRIS President

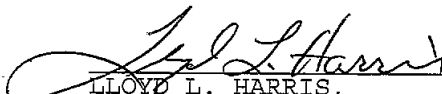
NANCY S. HARRIS Vice President

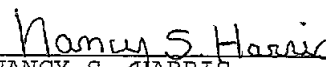
CHARLES PHILLIP BAILEY, Secretary

ARTICLE VIII - ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have executed these Articles of Incorporation on the 26th day of October, 2001.


LLOYD L. HARRIS,
President



NANCY S. HARRIS,
Vice President


CHARLES PHILLIP BAILEY,
Secretary

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 26th day of October, 2001, by LLOYD L. HARRIS and NANCY S. HARRIS, who are personally known to me.



(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)

PATRICIA L. ASBURY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC834874
EXPIRES 8/25/2003
BONDED THRU 1-688-NOTARY1

(NAME OF ACKNOWLEDGER TYPED,
PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION, were acknowledged before me this 26th day of October, 2001, by CHARLES PHILLIP BAILEY, who has produced a valid Florida Driver's license as identification.



(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)

PATRICIA L. ASBURY
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC834874
EXPIRES 8/25/2003
BONDED THRU 1-688-NOTARY1

(NAME OF ACKNOWLEDGER TYPED,
PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)

FILED
01 NOV -1 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that LLOYD L. HARRIS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 255 S. Prospect St., Crescent City, FL 32112, has named LLOYD L. HARRIS, as it's agent to accept service of process within the State of Florida.

DATED: October 26th, 2001

Lloyd L. Harris
LLOYD L. HARRIS,
President

Nancy S. Harris
NANCY S. HARRIS,
Vice President

Charles Phillip Bailey
CHARLES PHILLIP BAILEY,
Secretary

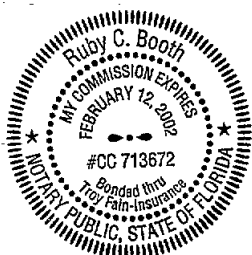
Having been named to accept service of process for the named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Lloyd L. Harris
LLOYD L. HARRIS

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 26th day of October, 2001, by LLOYD L. HARRIS, who is personally known to me and NANCY S. HARRIS and CHARLES PHILLIP BAILEY, who are personally known to me.

Ruby C. Booth
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)



NAME OF ACKNOWLEDGER TYPED,
(PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)