POJOOOB947317
PAPY, WEISSENBORN, POOLE & VRASPIR, P. & S

ATTORNEYS AT LAW

PLEASE REPLY TO SPRING HILL

SPRING HILL OFFICE

PARK PLACE 5327 COMMERCIAL WAY SUITE A101 SPRING HILL, FL 34606 (352) 597-7890 FAX: (352) 597-7894 TAMPA OFFICE

ONE URBAN CENTRE
4830 WEST KENNEDY BLVD.
SUITE 335
TAMPA, FL 33609
(813) 875-5400
(800) 215-3847
FAX: (813) 876-5706

March 8, 2002

MIAMTOFFICE

3001 PONCE DELEON BLAD:
SUITE 217

CORAL GABLES, FL 33134
(305) 446-3100
(888) 366-7790
FAX (305) 445-6793

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Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

> Re: Articles of Incorporation Central Florida Tree Farm, Inc.

EFFECTIVE DATE

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Central Florida Tree Farm, Inc. and a check (check number 4874) for \$78.75. This amount includes \$35.00 Filing Fee, \$35.00 for Registered Agent Designation and \$8.75 for Certificate of Status. **Please fax the verification of filing to 352-597-7894.**

If you have any questions, please contact us at 352-597-7890.

Very truly yours,

Ursula W. Griset Legal Assistant to

Usula W Duset

Todd W. Vraspir

/uwg Enclosure

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ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA TREE FARM, INC.

OZMAR II PM 1: 14
SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE NAME

The name of the corporation is:

Central Florida Tree Farm, Inc.

ARTICLE TWO PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

3011 Endsley Road Brooksville, Florida 34604

effective date 03-08-0)

ARTICLE THREE DURATION

The term of existence of the corporation is perpetual, existence commencing on the date of execution and acknowledgment of these articles by the State of Florida.

ARTICLE FOUR PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporate Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FIVE CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is **ONE THOUSAND** (1,000), all of which shall be common shares with par value of **ONE DOLLAR** (\$1.00) each.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5327 Commercial Way, Suite A101, Spring Hill, Florida 34606, and the name of the initial registered agent at such address is Todd W. Vraspir.

ARTICLE SEVEN DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is **Two (2).** The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders. The names and addresses of each person who is to serve as a member of the initial Board of Directors:

NAME

ADDRESS

Charlotte M. Foe

3011 Endsley Road Brooksville, Florida 34604

Stephen O. Foe

3011 Endsley Road Brooksville, Florida 34604

ARTICLE EIGHT SUBSCRIBERS/INCORPORATORS

The name and address of the incorporators of these Articles of Incorporation are:

NAME

ADDRESS

Stephen O. Foe

3011 Endsley Road Brooksville, Florida 34604

ARTICLE NINE INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE TEN PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares outstanding exclusive of the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of the receipt of notice from the corporation.

ARTICLE ELEVEN AMENDMENT

The Corporation reserves the right to amend, add to or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

Executed by the undersigned on the \ arch, 2002.

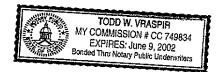
Stephen O. Foe

STATE OF FLORIDA COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me, STEPHEN O. FOE, to me known to be a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same. STEPHEN O. FOE is personally known to me or has produced for the produced for the same of the

Notary Public

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

This will acknowledge that TODD W. VRASPIR, is the Registered Agent for the corporation known as Central Florida Tree Farm, Inc. The location of the office of the Registered Agent is: 5327 Commercial Way, Suite A101, Spring Hill, Florida 34606.

Date: March, 3^m, 2002

By: TODD W. VRASPIR

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CRETARY OF STATE
CAHASSEE, FLORIDA