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Law Office of

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Ronald L. Sims
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W. Stewart Gilman, II
Of Counsel
407-647-8464

EFFECTIVE DATE

7-20-02

July 19, 2002

Florida Department of State
Division of Corporations
P.O. Box 6478
Tallahassee, Florida 32314

300006716413--4
-07/29/02--01001--014
*****78.75 *****78.75

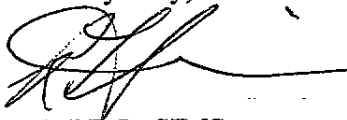
Re: Zellwood Nursery, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Organization and Acceptance of Registered Agent Appointment, and my check for \$78.75 to file the corporation, and for certified copy of the Articles.

Thank you for your courtesies in this regard.

Yours very truly,



RONALD L. SIMS

RLS/dj
Enclosures

FILED
02 JUL 26 AM 9:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE JUL 29 2002

EFFECTIVE DATE

7-20-02

**ARTICLES OF INCORPORATION
OF
ZELLWOOD NURSERY, INC.**

FILED
02 JUL 26 AM 9:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is ZELLWOOD NURSERY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on July 20, 2002.

ARTICLE III - PURPOSE

This corporation is organized for operating a plant nursery and for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of non-par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3739 Roundlake Road, Zellwood, Florida 32798. The name of the initial registered agent of this corporation at that address is William B. Kent, III.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The address and mailing address of the principal office for the corporation is 3739 Roundlake Road, Zellwood, Florida 32798.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: William B. Kent, III, 3739 Roundlake Road, Zellwood, Florida 32798.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the shareholders.

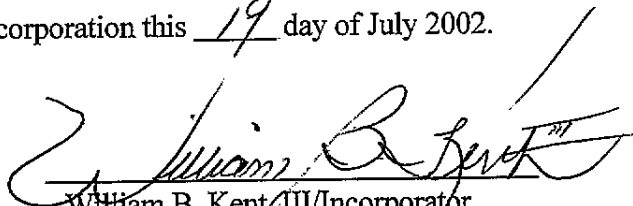
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, William B. Kent, III, executed these Articles of Incorporation this 19 day of July 2002.


William B. Kent, III/Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me the undersigned authority, on this day personally appeared WILLIAM B. KENT, III, who acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal this 19th day of July, 2002.

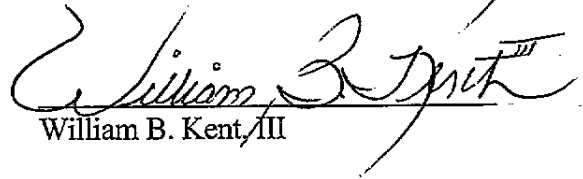

NOTARY PUBLIC
My Commission Expires: (seal)



Debra L. Jones
My Commission CC923317
Expires March 29, 2004

ACCEPTANCE OF REGISTERED AGENT

I, William B. Kent, III, have been appointed as Registered Agent for the foregoing corporation known as ZELLWOOD NURSERY, INC., and I hereby accept this position and affirm and acknowledge that I have read and have become familiar with the provisions of Florida Statute 607.0505.


William B. Kent, III

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