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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: A & G Plant Nursery, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u>\$70.00</u>	<u>\$78.75</u>	<u>\$122.50</u>	<u>X \$131.25</u>
Filing Fee	Filing Fee & Certificate	Filing Fee & Certificate Copy	Filing Fee, Certified Copy & Certificate

FROM:

Antonio Vichot, Sr.
Name (printed or typed)

16532 Hutchison Road
Address

Odessa, Florida 33556-2322
City, State & Zip

(813) 920-1994
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
A & G PLANT NURSERY, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Antonio Vichot, Sr., incorporator, the undersigned, hereby organizes for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be *A & G Plant Nursery, Inc.*

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation's principal business activity at this time is a *Plant Nursery*, but it may engage in any other activity or business under the laws of the United States and State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Eight (8) shares of One Dollar and no cents (\$1.00) par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITAL

The amount of capital with which the corporation will begin business shall be One Hundred Dollars and no cents (\$100.00).

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is *16532 Hutchison Road, Odessa, Florida 33556-2322*. The name and address of the initial registered agent of this Corporation is *Antonio Vichot, Jr., 16528 Hutchison Road, Odessa, Florida 33556-2322*.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one (1).

ARTICLE VIII - ADDRESSES

The names, titles and street addresses of the members of the first Board of Directors is as follows:

*Antonio Vichot, Sr., President
16532 Hutchison Road
Odessa, Florida 33556-2322*

*Antonio Vichot, Jr., Vice-President
16528 Hutchison Road
Odessa, Florida 33556-2322*

*Diana Vichot, Secretary
16528 Hutchison Road
Odessa, Florida 33556-2322*

*Gloria Vichot, Treasurer
16532 Hutchison Road
Odessa, Florida 33556-2322*

ARTICLE IX - INCORPORATORS

*Antonio Vichot, Sr.
16532 Hutchison Road
Odessa, Florida 33556-2322*

*Antonio Vichot, Jr.
16528 Hutchison Road
Odessa, Florida 33556-2322*

*Diana Vichot
16528 Hutchison Road
Odessa, Florida 33556-2322*

*Gloria Vichot
16532 Hutchison Road
Odessa, Florida 33556-2322*

ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite his/her name:

<i>Antonio Vichot, Sr.</i>	<i>2 Shares</i>
<i>Antonio Vichot, Jr.</i>	<i>2 Shares</i>
<i>Diana Vichot</i>	<i>2 Shares</i>
<i>Gloria Vichot</i>	<i>2 Shares</i>

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered in writing to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers, or their assigns, shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws, and the transaction of such other business as may come before the meeting.

ARTICLE XIII - 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.

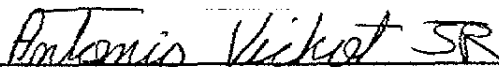
ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, We have hereunto subscribed our names and affixed our seal to these Articles of Incorporation on this the 13th day of January of the year of our Lord 2003.



Antonio Vichot, Sr., President



Antonio Vichot, Jr., Vice-President



Diana Vichot, Secretary



Gloria Vichot, Treasurer

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That *A & G Plant Nursery, Inc.*, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at *16532 Hutchison Road, City of Odessa, State of Florida, Postal Zip Code 33556-2322*, has named *Antonio Vichot, Jr.*, of *16528 Hutchison Road, Odessa, Florida 33556-2322* as its principal agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: *Antonio Vichot, Jr.*
Antonio Vichot, Jr., Registered Agent

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