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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STEPHEN A. HOULD

Attorney at Law, P.A.

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Neptune Beach, Florida 32266
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Facsimile: (904) 247-0295

January 24, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
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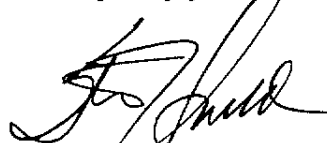
RE: Master Gardener, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,



Stephen A. Hould

SAH/lb



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 3, 2003

STEPHEN A. HOULD, ATTORNEY
444 THIRD STREET
NEPTUNE BEACH, FL 32266

CALL WHEN REVISED,
←

SUBJECT: MASTER GARDENER, INC.
Ref. Number: W03000003148

NORTH FLORIDA

We have received your document for MASTER GARDENER, INC.. However, the document has not been filed and is being returned for the following:

Please complete Article(s) VII.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P97000000380.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 403A00007139

**ARTICLES OF INCORPORATION
OF
NORTH FLORIDA MASTER GARDENER, INC.**

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is: North Florida Master Gardener, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation, which is also the mailing address of the corporation, is 14286-19 Beach Blvd., #366, Jacksonville, FL 32250-1568.

ARTICLE III. DURATION

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

ARTICLE IV. PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this 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 issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares 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 receipt of notice from the corporation.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 444 Third Street, Neptune Beach, FL 32266, and the name of the initial registered agent at such address is Stephen A. Hould, Esquire.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The name and address of the initial director of the corporation is as follows: Richard Wright, 14286-19 Beach Blvd., #366, Jacksonville, FL 32250-1568.

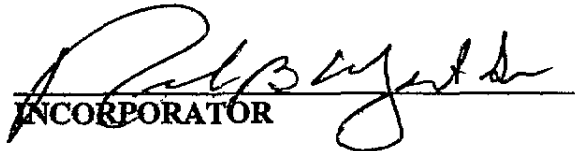
ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporator is Richard Wright, 14286-19 Beach Blvd., #366, Jacksonville, FL 32250-1568.

ARTICLE IX. INDEMNIFICATION

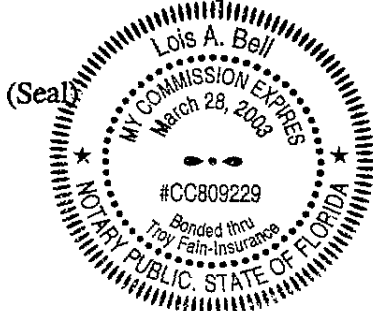
This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

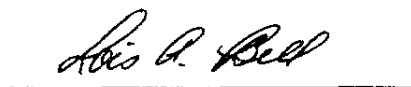
IN WITNESS WHEREOF, I have subscribed my name this 11th day of February, 2003.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Richard Wright, to me well known to be the person described as incorporator, or who has produced N/A as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 11th day of February, 2003.




Notary Public, State of Florida

CERTIFICATE

In compliance with Florida Statutes, the following is submitted:

That North Florida Master Gardener, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of incorporation at 14286-19 Beach Blvd., #366, Jacksonville, FL 32250-1568, County of Duval, State of Florida, has named Stephen A. Hould, Esquire, at 444 Third Street, Neptune Beach, FL 32266, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Stephen A. Hould.


STEPHEN A. HOULD

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TALLAHASSEE FLORIDA