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MARSHALL LAW OFFICE, P.A.

Attorney-At-Law

301 N. Volusia Avenue • Orange City, Florida 32763

Randall J. Marshall

Tel: (386) 775-0199 Fax: (386) 775-0460 marshalllaw@cfl.rr.com

July 10, 2003

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

Re: Incorporation/Sunset Nursery & Landscaping, Inc.

Dear Sir

Enclosed please find duplicated Articles of Incorporation for Sunset Nursery & Landscaping, Inc. Also enclosed is my check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,

Randall J. Marshall

RJM/sd enc. ARTICLES OF INCORPORATION
OF

SUNSET NURSERY & LANDSCAPING, INC.

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SECTATIASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the Corporation is SUNSET NURSERY & LANDSCAPING, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

- 1. To engage in any or all of the aspects of a nursery and landscaping.
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation 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 FOUR:

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 780 Ft. Florida Rd. DeBary, Florida 32713, and the name of its initial registered agent at such address is DINA TAYLOR. This address is also the address of the principal office and mailing address for the corporation. DINA TAYLOR, by executing these ARTICLES states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

MARSHALL LAW OFFICE, P.A.
RANDALL J. MARSHALL
Attorney-At-Law
301 N. Volusia Avenue
Orange City, Florida 32763

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is three (3). The names and addresses of the persons who are to serve as members of the initial board are:

<u>NAME</u>

ADDRESS

Larry Gregory

780 Ft. Florida Rd. DeBary, FL 32713

Rita F. Gregory

780 Ft. Florida Rd. DeBary, FL 32713

Dina Taylor

444 N. Pinemeadow DeBary, FL 32713

ARTICLE SEVEN:

The name and address of the incorporator is:

NAME

ADDRESS

Dina Taylor

444 N. Pinemeadow DeBary, FL 32713

Executed by the undersigned at Orange City, Florida, on the ____d

__day of

July

2003.

DINA TAYLOR

Incorporator/Registered Agent

STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this day of July 2003, by DINA TAYLOR, () who is personally known to me or (L) who has produced as identification.

SANDRA L. DAVIS
MY COMMISSION # DD 069450
EXPIRES: December 18, 2005
1-800-3-NOTARY FL Notary Service & Bonding, Inc

Notary signature

a L Davis

Notary name printed Commission No. My commission expires:

MARSHALL LAW OFFICE, P.A. RANDALL J. MARSHAUL Attorney At-Law 301 N. Volusia Avenue Orange City, Florida 32763