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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

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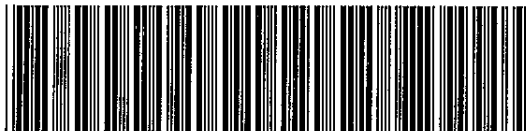
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2004 FEB 25 P 12:04 FEB 25 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Scholl's Nursery

Signature \_\_\_\_\_

Requested by: RW 9/25

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION**

**FILED**

**OF**

2004 FEB 25 P 12: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SCHOLL'S NURSERY & LANDSCAPE DESIGN, INC.**

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THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE  
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER  
THE LAWS OF THE STATE OF FLORIDA.

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**ARTICLE I: NAME**

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The name of this corporation is **SCHOLL'S NURSERY & LANDSCAPE DESIGN,  
INC.**

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**ARTICLE II: PURPOSE**

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*This corporation may engage in any activity or business permitted under the laws  
of the United States and of the State of Florida.*

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**ARTICLE III: CAPITAL STOCK**

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The maximum number of shares of stock that this corporation is authorized to have  
outstanding at any time is 1000 Shares of Common Stock of One Dollar and NO/100  
(\$1.00) Dollar per share par value.

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**ARTICLE IV: DURATION**

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This corporation is to exist perpetually.

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**ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT**

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The principal office of the corporation shall be located at 3002 Bryan Road, Brandon, Florida 33511.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**Jeffrey M. Lasman, Esquire  
Lasman Law Firm, P.A.  
115 Providence Road  
Brandon, Florida 33511**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

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This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) Directors, the names of which are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>ZACHARY T. SCHOLL</b>	3002 Bryan Road Brandon, Florida 33511
<b>ZACHARY T. SCHOLL, II</b>	3002 Bryan Road Brandon, Florida 33511

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## ARTICLE VII: OFFICERS

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The name and address of the officers of this corporation is as follows:

**NAME AND OFFICE**

**ADDRESS**

**ZACHARY T. SCHOLL**  
President  
Treasurer

3002 Bryan Road  
Brandon, Florida 33511

**ZACHARY T. SCHOLL, II**  
Vice President  
Secretary

3002 Bryan Road  
Brandon, Florida 33511

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## ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

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The existence of this corporation shall commence upon filing with the Secretary of State's office.

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## ARTICLE IX: INDEMNIFICATION

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The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided,

however, that there shall be no indemnification against gross negligence or willful misconduct.

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**ARTICLE X: BY-LAWS**

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The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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**ARTICLE XI: AMENDMENT**

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The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

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**ARTICLE XII: INCORPORATOR**

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The name and address of the Incorporator of this corporation is:

**NAME**

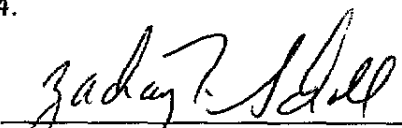
**ADDRESS**

**ZACHARY T. SCHOLL**

3002 Bryan Road  
Brandon, Florida 33511

**IN WITNESS WHEREOF**, these Articles of Incorporation have been signed, as Incorporator, by: **ZACHARY T. SCHOLL**.


Dated this 10<sup>th</sup> day of February, 2004.

  
\_\_\_\_\_  
**ZACHARY T. SCHOLL**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2004, by **ZACHARY T. SCHOLL**, who is personally known to me.

  
\_\_\_\_\_  
Jeffrey M. Lasman, Notary Public

C:\Documents and Settings\All Users\Documents\1 LASMAN\Scholl's Nursery & Landscape Design, Inc Articles of Incorporation  
 **JEFFREY M. LASMAN**  
COMMISSION # DD 066626  
EXPIRES OCT. 22, 2005  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

**FILED**

2004 FEB 25 P 12:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **SCHOLL'S NURSERY & LANDSCAPE DESIGN, INC.**, a Florida corporation.
2. The name and address of the registered agent and office is:

**Jeffrey M. Lasman, Esquire  
Lasman Law Firm, P.A.  
115 Providence Road  
Brandon, Florida 33511**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
**Jeffrey M. Lasman**

February 10, 2004  
(Date)