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July 20, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Subject: Southern Pine Tree Farm, Inc.

Enclosed is an original and one (1) copy of the following documents, and a check in the amount of \$78.75 representing the filing fee and fee for a certified copy/certificate.

Please issue a letter of acknowledgement upon filing.

Once these have been filed, please return the certified copy to us using the enclosed pre-paid FedEx envelope.

Thank you for your time and attention to this matter.

FROM: Robert A. Hoonhout, Esquire
Mackey Law Group, P.A.
1402 Third Avenue West
Bradenton, FL 34205
(941) 746-6225

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**Articles of Incorporation
Of
Southern Pine Tree Farm, Inc.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Southern Pine Tree Farm, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The corporation is organized to engage in commercial farming and sale of trees and other landscape materials and/or any other business permitted by Florida business statutes and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Common Stock with par value of \$.01 per share.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 2118 6th Street West, Palmetto, FL 34221, and the name of the initial registered agent at such address is Joseph Vickers.

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ARTICLE VI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VII

The initial board of directors shall consist of two (2) members, who need not be a resident of the State of Florida or shareholder of the corporation.

ARTICLE VIII

The name and address of the persons who shall serve as directors until the first annual meeting of shareholders, or until a successor shall have been elected and qualified is:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Joseph Vickers	2118 6 th Street West	Palmetto, FL 34221
Michelle Vickers	2118 6 th Street West	Palmetto, FL 34221

ARTICLE IX

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Joseph Vickers	2118 6 th Street West	Palmetto, FL 34221

ARTICLE X

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE XI

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

ARTICLE XII

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

ARTICLE XIII

The address of the principal office of the corporation is 2118 6th Street West, Palmetto, FL 34221.

ARTICLE XIV

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey Law Group, P.A., 1402 Third Avenue West, Bradenton, Florida, on this ____ day of July, 2004.


JOSEPH VICKERS

Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: Southern Pine Tree Farm, Inc.
2. The name and address of the registered agent and office is:

Name: Joseph Vickers

Address: 2118 6th Street West, Palmetto, FL 34221

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.

Dated this ____ day of July, 2004


JOSEPH VICKERS

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