

*Bagdes & Bagdes*

*Attorneys at Law*

508 North Grandview Ave. - Suite B  
Daytona Beach, FL 32118

Fabian Bagdes  
Mary-Ellen Bagdes

904/258-7171  
or 258-7441

*PR50002857*

December 10, 1994

000001368090  
-01/03/95--01127--016  
\*\*\$122.50 \*\*\*\$122.50

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Fairfield Farms Nurseries, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

*FB*

Fabian Bagdes

enclosures

*1595-217*

FILED  
95 JAN 11 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 11 1995

*Bagdes & Bagdes*

*Attorneys at Law*

508 North Grandview Ave. - Suite B  
Daytona Beach, FL 32118

Fabian Bagdes  
Mary-Ellen Bagdes

904/258-7171  
or 258-7441

January 9, 1995

SECRETARY OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Fairfield Farms Nurseries, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for Fairfield Farms Nurseries, Inc., as well as a copy of your letter dated January 5, 1995. I have made the necessary correction.

Thank you for your help this matter.

Sincerely,



Fabian Bagdes

enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 5, 1995

FABIAN BAGDES  
BADGES & BAGDES  
508 N. GRANDVIEW AVE., SUITE B  
DAYTONA BEACH, FL 32118

SUBJECT: FAIRFIELD FARMS NURSERIES, INC.  
Ref. Number: W95000000217

We have received your document for FAIRFIELD FARMS NURSERIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 695A00000349

FILED  
95 JAN 11 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FAIRFIELD FARMS NURSERIES, INC.

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

ARTICLE ONE  
NAME

The name of the corporation is Fairfield Farms Nurseries, Inc.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purpose for which the corporation is organized is to operate a plant nursery for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX  
PRINCIPAL OFFICE

The street address of the principal office of the corporation is: 6275 W. State Road 46, Sanford, Florida 32771. This is also the mailing address of the corporation.

ARTICLE SEVEN  
REGISTERED OFFICE

The street address of the registered office of the corporation is 6275 W. State Road 46, Sanford, Florida 32771, and the name of the initial registered agent at such address is BRENDA CARROLL.

ARTICLE EIGHT  
DIRECTORS

The board of directors shall consist of the following members:

Brenda Carroll  
922 S. Pine Ridge Circle  
Sanford, Florida 32773

Linda Marie Cox  
117 Ronnie Drive  
Altamont Springs, Florida 32714

ARTICLE NINE  
INCORPORATORS

The name and address of the sole incorporator is:

Brenda Carroll  
922 S. Pina Ridge Circle  
Sanford, Florida 32773

ARTICLE TEN  
OFFICERS

The officers of the corporation shall be:

Brenda Carroll  
President/Secretary

922 S. Pina Ridge Circle  
Sanford, Florida 32773

Linda Marie Cox  
Vice President

117 Ronnie Drive  
Altamont Springs, Fl. 32714

ARTICLE ELEVEN  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE  
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, we have signed our names this 29<sup>th</sup> day of December, 1994.

Brenda Carroll  
Brenda Carroll

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On this 29th day of December, 1994, before me, the undersigned authority, appeared BRENDA CARROLL, who is personally

known to me or who has produced Al Deivis's license as identification and whose name is subscribed to the within instrument and having been duly sworn she acknowledged that she executed the same for the purposes contained.

IN WITNESS WHEREOF, I herunto set my hand and seal.



Fabian Bagdes  
Notary Signature

Fabian Bagdes  
Printed Signature

My Commission expires: 2/13/98

NOTICE OF REGISTERED AGENT

FILED  
95 JAN 11 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: STATE OF FLORIDA  
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter  
48.091, Florida Statutes.

FAIRFIELD FARMS NURSERIES, Inc., a corporation organizing  
under the laws of the State of Florida, with its principal office  
at 6275 W. State Road 46, in the City of Sanford, County of  
Volusia, in the State of Florida, has named BRENDA CARROLL, who  
is located at 6275 W. State Road 46, Sanford, Florida, as its  
registered agent to accept service of process within the State.

DIRECTOR:

Brenda Carroll

Linda Marie Cox

ADDRESS:

922 S. Pine Ridge Circle  
Sanford, Florida 32773

117 Ronnie Drive  
Altamont Springs, Fl. 32714

ACCEPTANCE:

I agree as resident agent to accept service of process; to  
keep office open during prescribed hours; to post my name (and  
the names of any other officers of said corporation authorized to  
accept service of process at the above Florida designated ad-  
dress) in some conspicuous place as required by law.

Brenda Carroll  
Brenda Carroll