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MAIL TO-P.O. Box 5828 TATTARASSOT, TT. 12314

ACCOUNT NO. : 0721000000012

REFERENCE : 542200 81002A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 13, 1995

ORDER TIME : 10:51 AM

ORDER NO. : 542290

CUSTOMER NO: 84002A

CUSTOMER: Michael S. Teal, Eaq.

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CLAYTON & TEAL, P.A.

114 West Rich Avenue

Deland, FL 32720

DOMESTIC FILING

MAME: SLEEPY HOLLOW FERNERY, INC.

XXX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

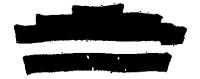
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EXAMINER OF THIS INC.

A CONTRACTOR POR

FILED
SECRETERY OF STATE
DIVISION OF CORPORATIONS

95 FEB 13 AM 0 12 20 ARTICLES OF INCORPORATION



OF

SLEEPY HOLLOW FERNERY, INC.

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

ARTICLE ONE:

The name of the corporation is SLEEPY HOLLOW FERNERY, 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 aspects of the ornamental foliage and nursery business.
- 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.
- To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

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 Five Dollars (\$5.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 531 McGregor Road, DeLand, Florida 32720, and the name of its initial registered agent at such address is LLOYD MARVIN CLIFTON, JR.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as members of the initial board are:

NAME

Lloyd Marvin Clifton, Jr. President

Virginia W. Clifton Secretary/Treasurer

ADDRESS

531 McGregor Road DeLand, Florida 32720

531 McGregor Road DeLand, Florida 32720

ARTICLE SEVEN:

The name and address of each incorporator is:

NAME

Lloyd Marvin Clifton, Jr.

ADDRESS

531 McGregor Road DeLand, Florida 32720

Virginia W. Clifton

531 McGregor Road DeLand, Florida 32720 Executed by the undersigned at $\frac{PE(AND)}{\sqrt{5t}}$, Florida, on the $\frac{\sqrt{5t}}{\sqrt{5t}}$ day of February, 1995.

LLOYD MARVIN CLIFTON, JR., Incorporator

VIRGINIA/W. CLIFTON
Incorporator

STATE OF FLORIDA COUNTY OF VOLUSIA

Before me, the undersigned officer, personally appeared LLOYD MARVIN CLIFTON, JR. and VIRGINIA W. CLIFTON, who are to me w 11 known to be the person described in and who subscribed to the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at DeLand, Florida, in said County and State, this day of February, 1995.

(SEAL)

Notary Public - State of Florida My Commission Expires:

MICHAEL S. TEAL
Notary Public, State of Florida
My Comm. Exp. April 9, 1995
#CC097385
Bonded By Troy Fain Ins. Inc.

Cortificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SLEEPY ROLLOW FERNERY, INC., desiring to organize under the laws of the State of Florida, with Its principal office, as indicated in the Articles of Incorporation at 531 McGregor Road, DeLand, Florida, has named LLOYD MARVIN CLIFTON, JR., located at S31 McGregor Road, DeLand, Florida 32720, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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.

SLEEPY HOLLOW FERNERY, INC.

Registered Many