PAPPAS METCALE & JENKS

PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW 200 West Foreste Silicia - South INCK)

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JACKSONVILLE FLORIDA Japop 4387

M. C.E. Principal WOM: INTROOP Micconer HUCHE THE BUILD

Fobruary 27, 1995

Corporate Records Bureau Division of Corporations Post Office Box 6327 Tallahassee, Florida 32301

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Our Reference Number 458.95031 Incorporation of E & W Nursery, Inc.

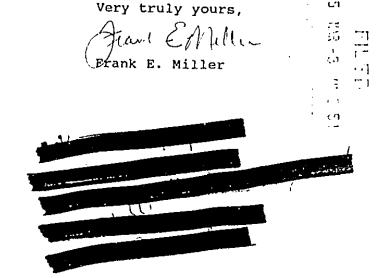
Ladies/Gentlemen:

Enclosed please find the following documents in connection with the incorporation of E & W Nursery, Inc.:

- Articles of Incorporation and copy for certification; and
- A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one cartified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent.

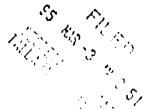
Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

FEM; kbm Enclosures



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ARTICLES OF INCORPORATION OF E & W NURBERY, INC.



The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

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The name of the corporation is E & W Nursery, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 2051 Art Museum Drive, Suite 130, Jacksonville, Florida 32207.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

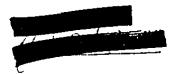
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

- (a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.10 per share.
- (b) $\frac{\text{Preemptive Rights}}{\text{rights}}$. Shareholders shall have no preemptive



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- (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.
- (d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2051 Art Museum Drive, Suite 130, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is L. Randall Towers.

ARTICLE VII

Directors

- (a) <u>Number</u>. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The name and street address of the members of the first board of directors of the corporation are:

Justin C. English Post Office Box 20072 Jacksonville, Florida 32225

Daniel S. Wimmer Post Office Box 20072 Jacksonville, Florida 32225

L. Randall Towers 2051 Art Museum Drive, Suite 130 Jacksonville, Florida 32207

- (c) <u>Compensation</u>. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.
- (d) <u>Indemnification</u>. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Dylayn

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporator

The name and street address of the incorporator of this corporation is:

L. Randall Towers 2051 Art Museum Drive, Suite 130 Jacksonville, Florida 32207

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the $\frac{10^{-10}}{10^{-10}}$ day of February, 1995.

L. Randall Towers

STATE OF FLORIDA } SS COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this day of February, 1995, by L. Randall Towers.

Personally known or Produced I.D. [check one of the above]

Type of Identification Produced



MELISEA ANN DEEN My Cormelesion CG311322 Explore Sep. 17, 1987 Bonded by ANB 800-852-5078

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN PLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

E & W NURSERY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH TTS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED L. RANDALL TOWERS, LOCATED AT 2051 ART MUSEUM DRIVE, SUITE 130, JACKSONVILLE, FLORIDA 32207, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

L. Randall Towers

Dated: February 22, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THI. ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

L. Randall Towers

Dated: February 22, 1995

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