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CABLE

February 27, 1995

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

900001421228  
03/03/95-01093-019  
\*\*\*122.50 \*\*\*122.50

Re: Our Reference Number 450.95031  
Incorporation of E & W Nursery, Inc.

Ladies/Gentlemen:

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

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified 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.

Very truly yours,

*Frank E. Miller*  
Frank E. Miller

FEM;kbm  
Enclosures

ARTICLES OF INCORPORATION  
OF  
E & W NURSERY, INC.

FILED  
MAR 13 1961  
TALLAHASSEE  
FLA.

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

Name

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) Authorized Capital. 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) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. 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) Number. 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) Initial Directors. 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) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. 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

Bylaws

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 22<sup>nd</sup> day of February, 1995.

  
L. Randall Towers

STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF DUVAL       )

The foregoing instrument was acknowledged before me this 22nd  
day of February, 1995, by L. Randall Towers.

Melissa Ann Deen  
(Print Name Melissa Ann Deen)  
NOTARY PUBLIC  
State of Florida at Large  
Commission # CC-311322  
My Commission Expires: 9/17/97

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

Type of Identification Produced  
\_\_\_\_\_



MELISSA ANN DEEN  
My Commission CC311322  
Expires Sep. 17, 1997  
Bonded by AND  
800-852-6078

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, 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 ITS 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*

L. Randall Towers

Dated: February 22, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE 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*

L. Randall Towers

Dated: February 22, 1995

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FBI  
TALLAHASSEE