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DONALD O'NEILL SERVICES
ACCOUNTING & PARALEGAL
POST OFFICE BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904 - 249-3100

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 8, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: HERRING'S GARDEN CENTER, INC.

Enclosed please find Articles of Incorporation for HERRING'S GARDEN CENTER, INC., along with a check in the amount of \$72.50.

Please file the Articles and return to us your letter confirming such filing.

Thank you,

Karen

Karen B. O'Neill

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*****72.50 *****72.50

/kbo
enclosures
cc. Marvin H. Herring

HA
7-25-95

ARTICLES OF INCORPORATION
OF HERRING'S GARDEN CENTER, INC.

ARTICLE I- NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: HERRING'S GARDEN CENTER, INC., with initial principal offices located at: 945 11th Avenue South, Jacksonville Beach, FL 32250.

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ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in landscaping design and maintenance and in the wholesale and retail sale of gardening supplies, trees, plants, shrubs, etc., and of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: KAREN B. O'NEILL of 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors, who shall serve in an advisory capacity.

The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The name and address of the directors on the initial Board of Directors of the corporation is:

NAME	ADDRESS
Marvin H. Herring	1078 9th Street South Jacksonville Bch, FL 32250

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Marvin H. Herring President, Vice-President Secretary & Treasurer	1078 9th Street South Jacksonville Bch, FL 32250

ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Marvin H. Herring	1078 9th Street South Jacksonville Bch, FL 32250

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2-10-95 day of February 1995.

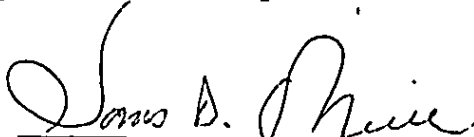


SIGNATURE OF INCORPORATOR
Marvin H. Herring

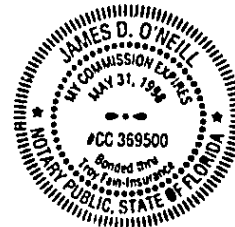
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, MARVIN H. HERRING, who is personally known to me, and who, after being by me first duly sworn, acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid, this 10th day of February 1995.



NOTARY PUBLIC, STATE OF FLORIDA
MY COM. EXPS: MAY 31, 1998



CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that HERRING'S GARDEN CENTER, INC. desiring to qualify
under the laws of the State of Florida, with its principal place
of business at 945 11th Avenue South, Jacksonville Beach, FL
32250, has named KAREN B. O'NEILL, of 1009 21st Street North,
Jacksonville Beach, FL 32250, as its agent to accept service of
process within the State of Florida.

Dated: February 10th, 1995

HERRING'S GARDEN CENTER, INC.

BY:


MARVIN H. HERRING, President

A C C E P T A N C E

Having been named to accept service of process for the above
named 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
performance of my duties.

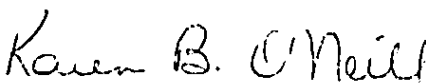


KAREN B. O'NEILL, Registered Agent
HERRING'S GARDEN CENTER, INC.

EXHIBIT "A"

C O N S E N T

We, being the shareholders of HERRING'S GARDEN CENTER, INC., a Florida corporation, do hereby consent to, ratify and confirm the determination of the Board of Directors of the corporation to elect to be treated for income tax purposes as a "small business concern" under Tax Code Section 1342 (Subchapter "S"), of the Internal Revenue, United States Treasury Department.

Dated: February 10th, 1995


MARVIN H. HERRING, SHAREHOLDER
HERRING'S GARDEN CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "B"