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SEBRING, FLORIDA 33870

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December 27, 1995

RECEIVED
JAN - 2 11:10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-01/02/96--01121--015
****122.50 ****122.50

RE: STATLER NURSERY, INC.

Dear Sir or Madam:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. I have also enclosed my check in the amount of \$122.50 for the filing and certified copy fees and a self-addressed stamped envelope for your convenience in the return.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,

J. Wendell Whitehouse

JWW:bsg
Enclosures

cc: Phillip W. Statler
3200 U.S. 27 S., Suite 306
Sebring, FL 33870

1/6/96
[Signature]

ARTICLES OF INCORPORATION
OF
STATLER NURSERY, INC.

FILED
95 JAN -2 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the Corporation is: **STATLER NURSERY, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

3200 U.S. 27 S., Suite #306, Sebring, Florida 33870

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

ARTICLE IV. CAPITAL STOCK AUTHORIZED

This corporation is authorized to issue five hundred (500) shares of common stock at no par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of this corporation is 3200 U.S. 27 S., Suite #306, Sebring, Florida, 33870, and the name of the initial registered agent is PHILLIP W. STATLER.

ARTICLE VI. INCORPORATORS

The name and address of each Incorporator is as follows:

Dean E. Statler, P. O. Box 2342, Lake Placid, Florida, 33872

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors is as follows:

Dean E. Statler, Incorporator, P. O. Box 2342, Lake Placid, FL 33863

ARTICLE VIII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28th day of December, 1995.

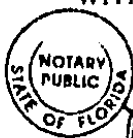


DEAN E. STATLER

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me personally appeared DEAN E. STATLER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of December, 1995.



PHILLIP W. STATLER
My Comm Exp. 5-20-96
Bonded By Service Ins Co.
No. CC202996



Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with the duties and responsibilities as Registered Agent and hereby accepts appointment as Registered Agent of STATLER NURSERY, INC. and who did take an oath.

DATED this 28th day of December, 1995.

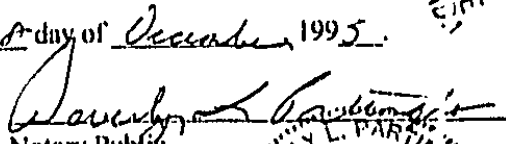


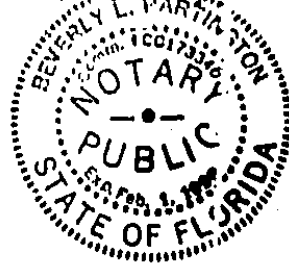
PHILLIP W. STATLER

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me personally appeared PHILLIP W. STATLER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20 day of December, 1995.


Notary Public



FILED
JUN 26 1995
TALLAHASSEE
SECRETARY OF STATE
FLORIDA