

TAYLOR MADE TREES, INC.

7324 SUNSHINE CIRCLE
TAMPA, FLORIDA 33634

P96000039375

April 22, 1996

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

200001806752
-05/03/96--01052--007
****122.50 ****122.50

Subject: Taylor Made Trees, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with our check in the amount of \$ 122.50. This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and fee for the Registered Agent Designation for the above named corporation.

Please return our certified copy to the following address:

Taylor Made Trees, Inc.
7324 Sunshine Circle
Tampa, Florida 33634

Very truly yours,

Cathy L. Martinson

Cathy Martinson
President

FILED
96 MAY -3 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MSB
5/8/96

ARTICLES OF INCORPORATION

of

TAYLOR MADE TREES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

TAYLOR MADE TREES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7324 Sunshine Circle
Tampa, Florida 33634

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated " Common Shares ".

FILED
96 MAY -3 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Cathy Martinson
7324 Sunshine Circle
Tampa, Florida 33634

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3) which shall constitute a quorum. The names of the initial directors of the corporation are as follows:

Cathy Martinson
7324 Sunshine Circle
Tampa, Florida 33634

Chris Martinson
7324 Sunshine Circle
Tampa, Florida 33634

Tom Arnold
6101 Rain Briar Court
Tampa, Florida 33617

ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

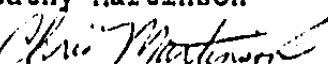
Cathy Martinson
7324 Sunshine Circle
Tampa, Florida 33634

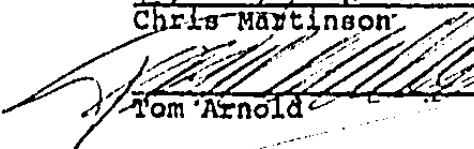
Chris Martinson
7324 Sunshine Circle
Tampa, Florida 33634

Tom Arnold
6101 Rain Briar Court
Tampa, Florida 33617

The undersigned has executed these Articles of Incorporation
this 1st day of April 1996.

 President
Cathy Martinson

 Vice-President
Chris Martinson

 Vice-President
Tom Arnold

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

TAYLOR MADE TREES, INC.

2. The name and address of the registered agent and office is:

Cathy Martinson
7324 Sunshine Circle
Tampa, Florida 33634

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED: Cathy L. Martinson
DATE: 4/28/96

FILED
96 MAY -3 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA