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**G. Craig Soria, P. A.**  
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24 June, 1996

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-07/02/96--01155--002  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
State of Florida  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32301

In Ref: **JOE STOUT NURSERY, INC.**

Please find enclosed herewith the original and one copy of the Articles of Incorporation of the above-named corporation. Please file the original with the records of the State of Florida and certify and return the copy to this office. A check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee is attached. I remain

Sincerely,



G. Craig Soria

GCS.pw  
Encl

**FILED**  
96 JUL -1 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN JUL -3 1996

FILED

96 JUL -1 AM 9:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**JOE STOUT NURSERY, INC.**

The undersigned subscriber to these Articles of Incorporation, a person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is: **JOE STOUT NURSERY, INC.**

**ARTICLE II**

This corporation shall exist perpetually.

**ARTICLE III**

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

**ARTICLE IV**

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share. The stockholders may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire stock.

**ARTICLE V**

The initial street address of the Corporation's registered office is 3111 Elmer Street, Sarasota,

Florida 34231, and the name of the Corporation's initial registered agent at such address is JOE STOUT, JR. The principal office of the corporation is located at 3111 Elmer Street, Sarasota, Florida 34231.

#### ARTICLE VI

This Corporation shall have no Directors. The business of the Corporation shall be managed by the stockholders.

#### ARTICLE VII

The name and street address of the Incorporator is:

JOE STOUT, JR.  
3111 ELMER STREET  
SARASOTA, FLORIDA 34231

#### ARTICLE VIII

After adoption of the initial bylaws of the stockholders, bylaws may be adopted, amended or repealed by the stockholders of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation in Sarasota, Florida, this 26TH day of JUNE, 1996.


  
\_\_\_\_\_  
JOE STOUT, JR.

STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared JOE STOUT, JR. well known to me to be the individuals described in and who executed the foregoing Instrument in writing and they acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 26th day of JUNE 1996.

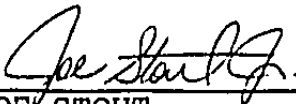
  
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL POLLY P WHEELER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC401277 MY COMMISSION EXP. SEPT. 20, 1998
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

The undersigned individual having been named as Registered Agent for the above-stated Corporation in ARTICLE IV, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Offices.

  
\_\_\_\_\_  
JOE STOUT  
Registered Agent

**FILED**  
96 JUL - 1 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA