

1301 HAYS STREET
TALLAHASSEE, FL 32304
904-222-0111
1-800-142-0006

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PRESS RELEASE
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 031825 81369A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 25, 1996

ORDER TIME : 10:51 AM

ORDER NO. : 031825

CUSTOMER NO: 81369A

CUSTOMER: J. Edward Weber, Esq
J. EDWARD WEBER, , P.A.
Suite 3
1620 Main Street
Sarasota, FL 34236

07/26/96 10:51 AM
07/26/96 10:51 AM
***122.50 ***122.50

DOMESTIC FILING

NAME: SHADOW OAKS NURSERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

7/26/96

FILED
CLERK OF STATE
CORPORATIONS
JUL 25 PM 2:50

EFFECTIVE DATE

8/1/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 JUL 26 PM 2:50

OF

SHADOW OAKS NURSERY, INC.

ARTICLE I - NAME

The name of the Corporation shall be SHADOW OAKS NURSERY, INC., a Florida Corporation.

ARTICLE II - PURPOSE

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

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of voting common stock (ten thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

2651 MAPLELOFT LANE
SARASOTA, FLORIDA 34232

and the name of the initial registered agent of this Corporation at that address is

JOHN R. THEIS CPA

ARTICLES OF INCORPORATION

SHADOW OAKS NURSERY, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The names of the initial directors of this Corporation are:

JOHN R. HANNIGAN

DONNA J. HANNIGAN

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator of this Corporation is

JOHN R. HANNIGAN
2361 FIESTA DRIVE
SARASOTA, FLORIDA 34231

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this corporation will be as follows:

2361 Fiesta Drive
Sarasota, Florida 34231

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

SHADOWS NURSERY, INC.

ARTICLE XI - OFFICERS

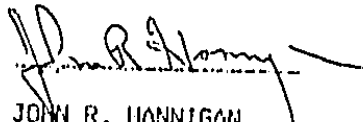
The initial officers of this Corporation are as follows:

PRESIDENT	JOHN R. HANNIGAN
VICE PRESIDENT	DONNA J. HANNIGAN
SECRETARY	DONNA J. HANNIGAN
TREASURER	JOHN R. HANNIGAN

ARTICLE XII - CORPORATE EXISTENCE

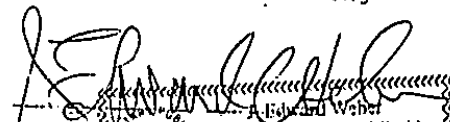
The Corporation will begin existence on August 1, 1996 and continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 24 DAY OF JULY, 1996.


JOHN R. HANNIGAN
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

In my presence on July 24, 1996 appeared JOHN R. HANNIGAN, known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.


NOTARY PUBLIC
Notary Public, State of Florida
Commission No. CC 301687
My Commission Expires 8/13/97
Bonded Through FLS Notary Service & Bonding Co

Driver's license provided for identification.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 26 PM 2:50

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
SHADOW OAKS NURSERY, INC.

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATE: JULY 23, 1996

John R. Theis

JOHN R. THEIS CPA
Registered Agent for
SHADOW OAKS NURSERY,
INC.