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KRUPA
119 WATERWAY RD
ROYAL PALM BEACH FL
33411

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESSEB OCT 15 1996

**ARTICLES OF INCORPORATION
OF
FLORIDA'S BEST NURSERY, INC.**

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TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA CORPORATION ACT, **FLORIDA STATUTE CHAPTER 607**, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

FLORIDA'S BEST NURSERY, INC.

ARTICLE II: PURPOSE

FLORIDA'S BEST NURSERY, INC. SHALL BE ORGANIZED UNDER THE FLORIDA STATUTES CHAPTER 607 AS A FOR-PROFIT CORPORATION WITH THE PURPOSES OF FUNCTIONING AS A PLANT NURSERY.

FLORIDA'S BEST NURSERY, INC. MAY INVEST ITS CORPORATE FUNDS INTO REAL ESTATE, MORTGAGES, STOCKS, BONDS, AND ANY OTHER TYPE OF INVESTMENTS, AND MAY OWN REAL AND PERSONAL PROPERTY NECESSARY FOR OPERATION AS A PLANT NURSERY.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE IN ROYAL PALM BEACH, PALM BEACH COUNTY, FLORIDA.

ARTICLE IV: MAILING ADDRESS

THE MAILING ADDRESS OF THE CORPORATION SHALL BE 119 WATERWAY RD., ROYAL PALM BEACH, FLORIDA, 33411.

ARTICLE V: SHARES

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE FIVE HUNDRED (500) SHARES WITH A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE, ALL OF WHICH SHALL BE COMMON STOCK OF THE SAME CLASS.

ARTICLE VI: OWNERSHIP OF SHARES

DARLENE E. KRUPA, ACTING AS DIRECTOR AND PRESIDENT OF FLORIDA'S BEST NURSERY, INC. SHALL BE ISSUED ALL FIVE HUNDRED (500) SHARES OF COMMON STOCK. THERE SHALL BE NO OTHER SHAREHOLDERS.

ARTICLE VII: EXISTENCE

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VIII: DESIGNATION OF REGISTERED AGENT

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS DARLENE E. KRUPA, 119 WATERWAY RD., ROYAL PALM BEACH, FLORIDA, 33411.

ARTICLE IX: BOARD OF DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE BOARD OF DIRECTORS, WHO SUBJECT TO THE PROVISIONS OF THE BY-LAWS (NOT ATTACHED) AND THESE ARTICLES OF INCORPORATION SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

- (1) DARLENE E. KRUPA
119 WATERWAY RD.
ROYAL PALM BEACH, FL. 33411

ARTICLE X: PROFIT/DEBT SHARING

ALL DEBTS AND OBLIGATIONS SHALL BE BORNE AMONG ALL SHAREHOLDERS IN PROPORTION TO THEIR RELATIVE SHARES. HOWEVER, IF THE DEBT OR OBLIGATION AROSE FROM A MATTER OUTSIDE THE SCOPE OF FLORIDA'S BEST NURSERY, INC. THEN FLORIDA'S BEST NURSERY, INC. OR ITS RESPECTIVE CONSTITUENTS WILL *NOT* BE LIABLE OR RESPONSIBLE FOR ANY SUCH DEBT OR OBLIGATION IN ITS ENTIRETY.

PROFIT SHARING, SALARIES, DIVIDENDS, AND BONUSES SHALL BE DETERMINED BY A MAJORITY VOTE OF ALL OUTSTANDING SHAREHOLDERS. HOWEVER, PROFITS (IF ANY) WILL BE DIVIDED EQUALLY AMONG ALL SHAREHOLDERS IN PROPORTION TO THEIR RESPECTIVE SHARES UNLESS A VOTE OF A MAJORITY OF SHAREHOLDERS STATES OTHERWISE.

ARTICLE XI: DEATH

UPON THE DEATH OF A STOCKHOLDER, HIS OR HER SHARES OF STOCK IN THIS CORPORATION SHALL BE FREELY TRANSFERABLE AND SHALL PASS VIA THE DECEASED STOCKHOLDER'S WILL/TRUST, ETC.. THE SHAREHOLDERS OF FLORIDA'S BEST NURSERY, INC. SHALL HOLD THEIR SHARES AS A "TENANCY IN COMMON".

ARTICLE XII: MANAGEMENT

IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY STATUTE, THE FOLLOWING SPECIFIC PROVISIONS ARE MADE FOR THE REGULATION OF THE BUSINESS AND CONDUCT OF THE AFFAIRS OF FLORIDA'S BEST NURSERY, INC.

(1) SUCH DIRECTORS/SHAREHOLDERS OF FLORIDA'S BEST NURSERY, INC. SHALL FROM TIME TO TIME CREATE, READDRESS AND AMEND BY-LAWS FOR THE CORPORATION AS THE DIRECTORS/SHAREHOLDERS SHOULD SEE FIT.

(2) SUBJECT ALWAYS TO SUCH BY-LAWS AS MAY BE ADOPTED FROM TIME TO TIME BY THE STOCKHOLDERS, THE BOARD OF DIRECTORS OF FLORIDA'S BEST NURSERY, INC., IS EXPRESSLY AUTHORIZED TO ADOPT, ALTER AND AMEND THE BY-LAWS OF THE CORPORATION, BUT ANY BY-LAWS ADOPTED, ALTERED OR AMENDED BY THE DIRECTORS MAY BE ALTERED, AMENDED OR REPEALED BY THE STOCKHOLDERS.

(3) THE CORPORATION SHALL HAVE SUCH OFFICERS AS MAY FROM TIME TO TIME BE PROVIDED IN THE BY-LAWS OR ARTICLES OF INCORPORATION AND SUCH OFFICERS SHALL BE DESIGNATED IN SUCH MANNER AND SHALL HOLD THEIR OFFICES FOR SUCH TERMS AND SHALL HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR AS MAY BE DETERMINED FROM TIME TO TIME BY THE BOARD OF DIRECTORS SUBJECT TO THE BY-LAWS.

(4) SUBJECT TO THE RESTRICTIONS, IF ANY, AS ARE HEREIN EXPRESSED AND SUCH FURTHER RESTRICTIONS, IF ANY AS MAY BE SET FORTH IN THE BY-LAWS (NOT ATTACHED), THE BOARD OF DIRECTORS OF FLORIDA'S BEST NURSERY, INC. SHALL HAVE THE GENERAL MANAGEMENT AND CONTROL OF THE BUSINESS AND MAY EXERCISE ALL OF THE POWERS OF THE CORPORATION EXCEPT SUCH AS MAY BE BY STATUTE, OR BY THE ARTICLES OF INCORPORATION OR AMENDMENT THERETO, OR BY THE BY-LAWS AS CONSTITUTED FROM TIME TO TIME, EXPRESSLY CONFERRED UPON OR RESERVED TO THE STOCKHOLDERS.

ARTICLE XIII: RESERVATION OF RIGHTS

THE DIRECTOR(S) OF FLORIDA'S BEST NURSERY, INC. RESERVE THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION HEREIN IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY LAW, AND ALL RIGHTS CONFERRED ON STOCKHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.

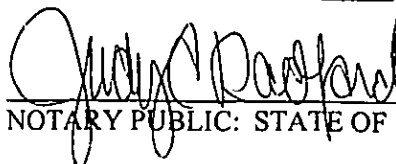
IN WITNESS WHEREOF, WE THE UNDERSIGNED SUBSCRIBING INCORPORATOR, HAVE HEREUNTO SET OUR HAND AND SEALS THIS 11th DAY OF OCTOBER, 1996, FOR THE PURPOSE OF FORMING FLORIDA'S BEST NURSERY, INC. UNDER THE LAWS OF THE STATE OF FLORIDA, AND WE HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA THESE ARTICLES OF INCORPORATION AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.


DARLENE E. KRUPA DIRECTOR/PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED DARLENE E. KRUPA WHO, UPON BEING FIRST DULY SWORN, ACKNOWLEDGED THAT HE EXECUTED THE FOREGOING DOCUMENT FREELY AND VOLUNTARILY AND FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID THIS 11 DAY OF OCTOBER, 1996.


NOTARY PUBLIC: STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL JUDY C RADFORD NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC453587 MY COMMISSION EXP. APR. 18, 1999

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO COMPLY WITH THE PROVISIONS OF THE LAWS OF FLORIDA, INCLUDING SECTION 48.091, FLORIDA STATUTES, PROVIDING FOR THE KEEPING OPEN OF THE REGISTERED OFFICE FOR SERVICE OF PROCESS.

THE UNDERSIGNED IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT.

October 11, 1996
DATE

Darlene E. Krupa
DARLENE E. KRUPA

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TALLAHASSEE, FLORIDA