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Harvey R. Klein
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KLEIN & KLEIN
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333 N.W. 3rd Avenue
Ocala, Florida 34475

October 21, 1996

RECEIVED
OCT 21 1996
TALLAHASSEE, FLORIDA
Phone (852) 722-7750
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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-10/24/96--01047--007
****122.50 ****122.50

RE: Shady Oaks Nursery, Inc.

Gentlemen:

Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$122.50 representing your filing fees.

Very truly yours,


HARVEY R. KLEIN

HRK/kp
enc.

OCT 25 1996
F. O. 13555

ARTICLES OF INCORPORATION
OF

SHADY OAKS NURSERY, INC.

The undersigned hereby organizes and subscribes
Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be:

SHADY OAKS NURSERY, INC.

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 500 shares of \$1.00 par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office and its registered office shall be:

3400 NE 127 Place
Anthony, FL 32617

and the name of its initial Registered Agent at such address shall be: **DAVID C. PFEIFFER**

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TALLAHASSEE, FLORIDA

V.

The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.

VI.

The name and address of the incorporator is:

DAVID C. PFEIFFER
3400 NE 127 Place
Anthony, FL 32617

IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed this 21st day of October, 1996.



DAVID C. PFEIFFER

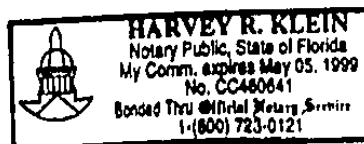
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public this day personally appeared DAVID C. PFEIFFER, (X) who is/are personally known to me or produced _____ as identification who executed the foregoing instrument and acknowledged before me the execution thereof for the uses and purposes therein stated and expressed.

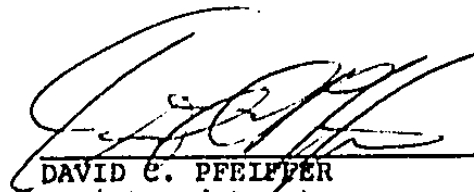
WITNESS my hand and official seal at Ocala, Marion County, Florida, this 21st day of October, 1996.



Notary Public, State of Florida
My commission expires:



Having been named Registered Agent of SHADY OAKS NURSERY, INC., I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain to the office of Registered Agent.


DAVID C. PFEIFFER
Registered Agent

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