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POTTER, CLEMENT AND LOWRY
ATTORNEYS AT LAW
308 EAST FIFTH AVENUE
MOUNT DORA, FLORIDA 32757
(352) 383-4186

DEL G. POTTER, P.A.
G. EDWARD CLEMENT, P.A.
ARCHIE O. LOWRY, JR., P.A.

FAX
(352) 383-0013

December 9, 1996

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-12/11/96--01042--011
***122.50 ***122.50

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation -
MARK RYAN NURSERY, INC.

Dear Sir or Madam:

Enclosed please find this firm's check payable to the Secretary of State in the amount of \$122.50, representing the following fees:

\$ 35.00	Filing Fee
\$ 35.00	Registered Agent Designation
<u>\$ 52.50</u>	Certified Copy
\$122.50	

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Del G. Potter

DGP/rp

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



ARTICLES OF INCORPORATION
OF
MARK RYAN NURSERY, INC.

ARTICLE I

NAME: The name of this Corporation is MARK RYAN NURSERY, INC., and its address is 142 West Oak Street, Apopka, Florida 32703.

ARTICLE II

DURATION: This Corporation shall exist perpetually.

ARTICLE III

PURPOSE: The purpose is to engage in any activities or business permitted in the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK: The Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, ONE (\$1.00) DOLLAR par value.

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT:
The street address of the initial registered office and Registered Agent of this Corporation is 308 East Fifth Avenue,

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mount Dora, Florida, and the name of the initial Registered Agent of this Corporation at that address is Del G. Potter. The business address and mailing address of the corporation shall be the same as the Registered Agent.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This Corporation shall have two (2) Directors. 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 and addresses of the initial Directors of this Corporation are:

Mark V. Ryan, Jr.
142 W. Oak St.
Apopka, FL 32703

Patsy K. Ryan
142 W. Oak St.
Apopka, FL 32703

ARTICLE VIII

INCORPORATOR: The name and address of the person signing these Articles is:

Patsy K. Ryan
142 W. Oak St.
Apopka, FL 32703

ARTICLE IX

POWER TO AMEND BYLAWS: The Bylaws can only be amended by an eighty five (85%) percent majority vote of the outstanding shares.


PATSY K. RYAN

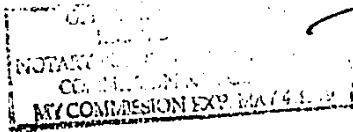
STATE OF FLORIDA

COUNTY OF LAKE

this 9th day of December, 1996 by Patsy K. Ryan,

() who is personally known to me and did not take an oath.

(X) who has produced Fla. drivers license
as identification and stated that she was indeed the person set
forth herein.



Robert B. Padgett
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I, Del G. Potter, hereby accept the position of Registered
Agent for MARK RYAN NURSERY, INC.

Del G. Potter
DEL G. POTTER

corp\ryan.art

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TALLAHASSEE FLORIDA