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LAW OFFICES  
DUNCAN & TARDIF, P.A.  
FOXWORTHY PROFESSIONAL BUILDING  
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January 6, 1997

FILED  
JAN - 7 PM 2:05

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

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-01/07/97--01146--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Rigsby Nursery, Inc.

Dear Clerk:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation together with a designation and acceptance by the registered agent. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office. Thank you in advance for your assistance. If you have any questions, please feel free to contact this office.

Very truly yours,

*Brigitte L. Kenney*

Brigitte L. Kenney  
Legal Assistant

/blk  
Enclosures

mc 1/13/97

ARTICLES OF INCORPORATION  
OF  
RIGSBY NURSERY, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: RIGSBY NURSERY, INC.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

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#### ARTICLE V

Initial Registered Office and Agent: The street address of the principal office and the initial registered office and the mailing address of the corporation is 18671 Palm Creek Drive, North Fort Myers, Florida 33917, and the name of its initial Registered Agent at that address is Robert W. Rigsby.

#### ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the company's bylaws, but shall never be less than one. The names and addresses of the initial director of the corporation are as follows:

Robert W. Rigsby  
18671 Palm Creek Drive  
North Fort Myers, Florida 33917

#### ARTICLE VII

Incorporators: The name and addresses of the Incorporator is as follows:

Robert W. Rigsby  
18671 Palm Creek Drive  
North Fort Myers, Florida 33917

#### ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing the Articles of Incorporation.

#### ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

C. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 2 day of January, 1997.

  
Robert W. Rigsby  
Incorporator


STATE OF FLORIDA

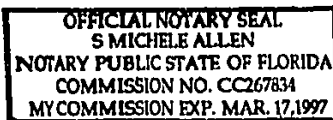
COUNTY OF LEE

BEFORE ME personally appeared Robert W. Rigsby, who produced a Florida Driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of

January, 1997

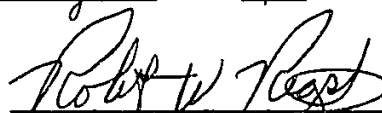
  
Notary Public  
Printed Name:



**ACCEPTANCE BY REGISTERED  
AGENT FOR RIGSBY NURSERY, INC.**

The undersigned is familiar with and hereby accepts the appointment of Registered Agent of RIGSBY NURSERY, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 2 day of January, 1997.

  
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Robert W. Rigsby  
Registered Agent

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