

P97000021245

TED A. LASSEIGNE, P.A.

ATTORNEY AT LAW

FILED

MAILING ADDRESS:
POST OFFICE BOX 2238
HAINES CITY, FLORIDA 33845
TELEPHONE (941) 422-2216

OFFICE ADDRESS:
105 McKAY DRIVE
HAINES CITY, FLORIDA 33844

97 MAR -3 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 1997

600002102186--4
-03/03/97--01047--011
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32302

Re: B & L Nursery & Landscaping, Inc.

Dear Sir:

Enclosed is Articles of Incorporation, in duplicate, and original Designation of Registered Agent for the above corporation. Also enclosed is my check in the amount of \$122.50 representing the following costs:

\$35.00 - Filing Fee
35.00 - Registered Agent Form
52.50 - Certified Copy.

Please return the certified copy to the undersigned.

Very truly yours,


Ted A. Lasseigne

TAL/ja

Enclosures

TH
3/7/97

ARTICLES OF INCORPORATION

OF

B & L NURSERY & LANDSCAPING, INC.

FILED

97 MAR -3 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is B & L NURSERY & LANDSCAPING, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The general nature of the business to be transacted by this corporation is:

a. To engage in any commercial and industrial enterprise desired to be profitable to this corporation and in conformity with the laws of the State of Florida and of the United States.

b. To purchase, acquire, hold, sell, exchange, raise, propagate, cultivate, or otherwise deal with or dispose of plants, trees, shrubs, turf grasses, and other nursery products, both wholesale and retail; and to engage in and conduct the business of landscaping and landscaping planning and design on commercial, industrial and residential buildings and real property of all types, and of making, performing, and discharging contracts therefor or relating thereto as contractor or subcontractor, and all allied or interdependent lines of business.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 500 shares of the capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the principal place of business of the corporation is 860 SR546 E, Haines City, Florida 33844, and the name of the initial registered agent at such address is Byron Turton.

SIXTH: The board of directors shall consist of from one to four directors as may be more specifically stated in the by-laws of the corporation. The initial board of directors need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Byron Turton	860 SR546 E Haines City, Florida 33844
LaVerne Turton	860 SR546 E Haines City, Florida 33844

EIGHTH: The names and address of the initial incorporators are as follows:

Byron Turton	860 SR546 E Haines City, Florida 33844
LaVerne Turton	860 SR546 E Haines City, Florida 33844

NINTH: Two-thirds of the stockholders of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The

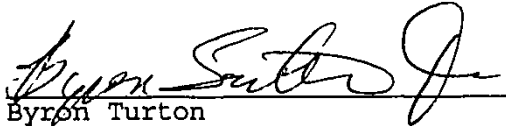
preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

THIRTEENTH: No shareholder, his heirs, personal representatives or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this corporation until such shares have first been offered to the corporation and to other stockholders by written notice as hereinafter provided. The offer to sell the stock shall be made to the corporation at a price of book value and said offer shall remain open to the corporation for a period of 30 days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rata proportion of their shares of the offering shareholder. In the event the offer shall not be accepted

within 30 days after receipt of the offer by the shareholder, the shares may be freely transferred.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these articles of incorporation at Haines City, Florida, on the 25th day of February, 1997.


Byron Turton

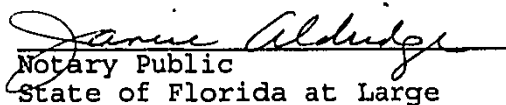

LaVerne Turton

STATE OF FLORIDA :
COUNTY OF POLK :

BEFORE ME, the undersigned authority, appeared BYRON TURTON and LaVERNE TURTON, who are personally known or have produced Florida Driver's License as identification, and known to be the persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they have made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Haines City, in said County and State this 25th day of February, 1997.

(NOTARY SEAL)


Notary Public
State of Florida at Large

My commission expires:

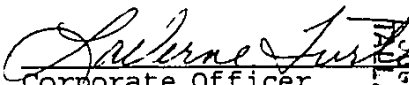


JANICE ALDRIDGE
MY COMMISSION # CC451328 EXPIRES
June 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

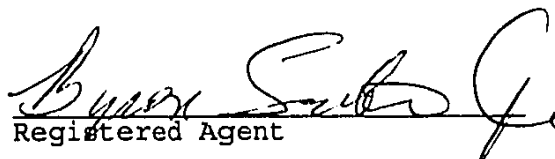
In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First - That B & L NURSERY & LANDSCAPING, INC., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at City of Haines City, State of
Florida, has named Byron Turton located at 860 SR546 E, City of
Haines City, State of Florida, as its agent to accept service of
process within Florida.


Corporate Officer
Title Vice-President
Date February 25, 1997

FILED
97 MAR -3 PM 3:01
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby 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.


Registered Agent

Date February 25, 1997