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P97000027444

September 28, 1999

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

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-10/01/99--01007--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

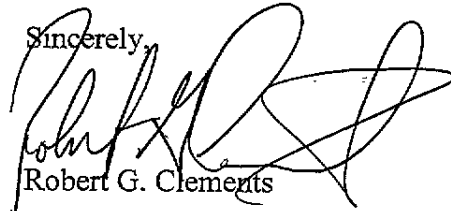
Re: Green Thumb Greenhouses & Nurseries, Inc.

Dear Madame/Sir:

Enclosed please find a Statement of Change of Registered Office or Registered Agent or Both for Corporations. The statement reflects a change in the address of the registered agent. I have also enclosed a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Sincerely,

  
Robert G. Clements

RGC/  
Enclosure

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: GREENTHUMB GREENHOUSES & NURSERIES, INC.

2. The mailing address of the corporation is: 9807 Eden Park Avenue  
Forest City, Florida 32714

3. Date of incorporation/qualification: 3/26/97 Document number: P97000027444

4. The name and address of the current registered agent and office:

Robert G. Clements  
1933 Westpointe Circle  
Orlando, FL 32835

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Robert G. Clements  
37 North Orange Ave., Suite 500  
Orlando, FL ~~32806~~ 32801

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
(Signature of an officer, chairman or vice chairman of the board)

9/28/99  
(Date)

Robert Clements, attorney  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]  
(Signature of Registered Agent)

9/28/99  
(Date)

If signing on behalf of an entity:

[Signature]  
(Typed or Printed Name)

(Capacity)

\* \* \* FILING FEE: \$35.00 \* \* \*

**FILED**  
99 OCT -1 PM 3 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA