

P97000027626

MARLOWE, APPLETON, WEATHERFORD & SALZMAN, P.A.

Attorneys and Counselors at Law
1031 WEST MORSE BOULEVARD
SUITE 105
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
GARY S. SALZMAN
WILLIAM P. WEATHERFORD, JR.

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

SUZANNE BARKETT
Of Counsel

March 21, 1997

200002121852--2
-03/24/97--01122--009
****122.50 ****122.50

VIA FEDERAL EXPRESS - PRIORITY

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of Kramer-O'Hara Nursery, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of Kramer-O'Hara Nursery, Inc., to be filed. I have enclosed the firm's check in the amount of \$122.50, representing your filing fee. Upon filing the articles, please send me a certified copy of the articles via Federal Express (#1406-9173-9).

Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

Michael J. Appleton/sf

Michael J. Appleton

MJA/sf
E:\MJA\MJA\KRAMER.OHA\CORPORAT.DIV

Dictated by Michael J. Appleton
Signed in his absence to avoid
delay in mailing.

FILED
97 MAR 24 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 27 1997

ARTICLES OF INCORPORATION
OF
KRAMER-O'HARA NURSERY, INC.

FILED
97 MAR 24 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Kramer-O'Hara Nursery, Inc..

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The aggregate number of shares which the corporation is authorized to issue is 1,000, all of which shall be common shares without par value.

ARTICLE IV

The principal place of business of the corporation will be located at 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The name of the initial registered agent at such address is Michael J. Appleton.

ARTICLE V

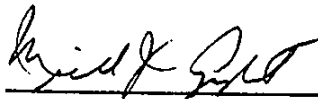
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Michael J. Appleton	1031 West Morse Boulevard Suite 105 Winter Park, Florida 32789

ARTICLE VI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file these Articles of Incorporation, and has hereunto set his hand and seal at Winter Park, in the County of Orange, State of Florida, this 21st day of March, 1997

A handwritten signature in dark ink, appearing to read "Michael J. Appleton", is written over a horizontal line.

Michael J. Appleton

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, MICHAEL J. APPLETON, having been designated as registered agent for KRAMER-O'HARA NURSERY, INC., hereby accept said appointment and declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED at Winter Park, Orange County, Florida, this 21st day of March, 1997.



Michael J. Appleton

FILED
97 MAR 24 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA