

P97000040848

RISH, GIBSON & JONES, P.A.
ATTORNEYS AT LAW
206 E. FOURTH STREET
POST OFFICE BOX 39
PORT ST. JOE, FLORIDA 32457

WILLIAM J. RISH
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TELEPHONE (904) 229-8211
FAX (904) 227-1619

April 30, 1997

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

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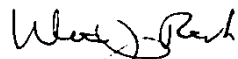
Re: Mac's Nursery, Inc.

Dear Sir or Madam:

Enclosed is the original, together with a copy of the Articles of Incorporation for the above named corporation. A check for \$122.50 is also enclosed.

After the charter is filed, please forward a certified copy to me. Thank you for your assistance in this matter.

Very truly yours,


William J. Rish

WJR/see
encl.

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TELEPHONE (904) 229-8211

FAX (904) 227-1619

May 7, 1997

Attn: Ms. Freida Chesser
Corporate Specialist

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

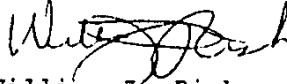
Re: Mac's Nursery, Inc.
Your Reference No.: W97000010294

Dear Ms. Chesser:

Enclosed is letter and the original documents you returned to me regarding the above. As I discussed with you on the telephone earlier today, the information you request in the second paragraph of your letter is covered in Article V of the Articles of Incorporation.

After the charter is filed, please forward a certified copy to me. Thank you for your assistance in this matter.

Very truly yours,


William J. Rish

WJR/see
encl.

FILED
97 MAY -5 AM 11:03
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1997

WILLIAM J RISH ESQUIRE
P O BOX 39
PT ST JOE, FL 32457

SUBJECT: MAC'S NURSERY, INC.
Ref. Number: W97000010294

FILED
97 MAY -5 AM 11:03
TALLAHASSEE, FLORIDA

We have received your document for MAC'S NURSERY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 097A00023533

ARTICLES OF INCORPORATION

OF

MAC'S NURSERY, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is MAC'S NURSERY, INC.

ARTICLE II

DURATION

The duration of the Corporation is perpetual. Corporate existence shall commence upon the proper filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

The purpose of this corporation is the operation of a nursery and related business, as well as any other activity allowed or authorized by Chapter 607, Florida Statutes.

ARTICLE IV

SHARES OF STOCK

The aggregate number of shares which the Corporation is authorized to issue is Seven Thousand Five Hundred (7,500). Such shares shall be of a single class consisting of common, voting stock and shall be of One (\$1) Dollar par value.

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97 MAY -5 AM 11:03
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED AGENT

The initial registered agent for this corporation is BERTIE L. MCGILL and the initial registered office is located at Rt. 1, Box 60, Kinard, Florida 32449, which is also the principal office of the corporation.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

Bertie L. McGill
Rt. 1, Box 60
Kinard, FL 32449

Carolyn M. Husband
1010 Old Dairy Farm Rd.
Wewahitchka, FL 32465

The number of directors shall be fixed by the Bylaws and may be changed from time to time, but shall never be less than one (1) nor more than seven (7).

ARTICLE VII

OFFICERS

The number of officers constituting the initial officers of the Corporation is two (2). The name and address of each person who is to serve as an initial officer is:

Bertie L. McGill
President
Rt. 1, Box 60
Kinard, FL 32449

Carolyn M. Husband
Secretary-Treasurer
1010 Old Dairy Farm Rd.
Wewahitchka, FL 32465

The number of officers for the Corporation shall be fixed by the Bylaws and may be changed from time to time.

ARTICLE VIII

BYLAWS

The Board of Directors shall have the authority to adopt, alter or amend the Bylaws for the Corporation by a majority vote at any directors' meeting.

INCORPORATORS

The name and address of the incorporator is Bertie L. McGill, Rt. 1, Box 60, Kinard, FL 32449.

DATED this 30th day of April, 1997.

Bertie L. McGill
BERTIE L. MCGILL

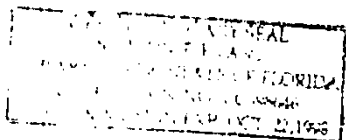
FILED
97 MAY -5 AM 11:03
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF GULF

30th The foregoing instrument was acknowledged before me on the day of April, 1997 by Bertie L. McGill, who is personally known to me or furnished the following form of identification: Personally known to me.

Witness my hand and official seal this 30th day of April, 1997.



Sharn E. Evans

Notary Public
My Commission expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Bertie L. McGill
Bertie L. McGill