

**P9700004458W**  
**DORAN, WALTERS, ROST, SELTER & WOLFE**  
ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THEODORE R. DORAN  
SCOTT R. ROST  
MARY F. SELTER\*  
LAWRENCE O. WALTERS  
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OF COUNSEL  
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FIRST UNION TOWER  
444 SEABREEZE BOULEVARD  
SUITE 800  
DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:  
POST OFFICE DRAWER 15110  
DAYTONA BEACH, FLORIDA 32115  
(904) 253-1111  
FAX (904) 253-4260

May 14, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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-05/16/97--01083--004  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: DELAND FOREVER GREENS, INC.**

Gentlemen:


Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Very truly yours,



Scott R. Rost

SRR/ct  
Encls.

FILED  
STATE  
SECRETARY OF  
CORPORATIONS  
MAY 16 1997  
TALLAHASSEE, FLORIDA

5/20/97

**ARTICLES OF INCORPORATION  
OF  
DELAND FOREVER GREENS, INC.**

FILED  
SECRETARY OF STATE  
FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be DeLand Forever Greens, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The address of this corporation's principal office shall be: 434 W. Pennsylvania Ave., DeLand, Florida 32720.

**ARTICLE III. MAILING ADDRESS**

The mailing address of the Corporation is: 434 W. Pennsylvania Ave., DeLand, Florida 32720.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of common capital stock at a par value of \$1.00 per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT**

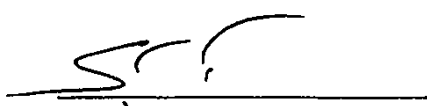
The name of the individual who shall serve as this corporation's initial registered agent and address is: Scott R. Rost, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

Articles Of Incorporation Of DeLand Forever Greens, Inc.

### ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Scott R. Rost, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.


  
\_\_\_\_\_  
Scott R. Rost - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of DeLand Forever Greens, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for DeLand Forever Greens, Inc.

  
\_\_\_\_\_  
Scott R. Rost - Registered Agent

State Of Florida  
County Of Volusia

On 14 May 1997, Scott R. Rost, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of DeLand Forever Greens, Inc.

  
\_\_\_\_\_  
Notary Public - State of Florida  
my commission expires: 12-16-2000



(SEAL)

FILED  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT  
DAYTONA BEACH, FLORIDA

Articles Of Incorporation Of DeLand Forever Greens, Inc.