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August 22, 1997

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
409 East Gaines St.
Tallahassee, FL 32314

i #) 400002275894--6
-08/25/97--01058--001
ii #) ****245.00 ****122.50

RE: East Nursery, Inc. and West Nursery, Inc.
MWBB File No.: 2017615-0001

Dear Sir/Madam:

Please find enclosed original Articles of Organization with regard to the above corporations for filing along with this firm's check in the amount of \$245.00 (\$122.50 for each corporation) for this service. Please certify the enclosed copies of the Articles and return to this office.

If you should have any questions, please contact this office and thank you for your assistance in this matter.

Sincerely,

Lynne M. Reynolds

Lynne M. Reynolds,
Secretary to Gresham R. Stoneburner

/lmr
Enclosure

Bmc
8/26/97

EFFECTIVE DATE

8-22-97

FILED
97 AUG 25 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WEST NURSERY, INC.

FILED
97 AUG 25 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I
NAME AND ADDRESS

EFFECTIVE DATE
8-22-97

Section 1.1 **Name**. The name of the corporation is West Nursery, Inc.

Section 1.2 **Address of Principal Office**. The address of the principal office of the corporation is 2970 Hartley Road, Jacksonville, Florida 32257.

Section 1.3 **Mailing Address**. The mailing address of the corporation is 2970 Hartley Road, Jacksonville, Florida 32257.

ARTICLE II

DURATION

Section 2.1 **Duration**. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 **Purposes**. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is \$1,000 (One Thousand) shares of voting common stock having a par value of \$.01 (one cent) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 2970 Hartley Road, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is Russell R. Skinner.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have 2 (two) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the member of the first board of directors of the corporation is:

NAME

Bryant B. Skinner, Jr.

Russell R. Skinner

ADDRESS

2970 Hartley Road
Jacksonville, Florida 32257

2970 Hartley Road
Jacksonville, Florida 32257

ARTICLE VII

BYLAWS

Section 7.1 **Bylaws**. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 **Name and Address**. The name and street address of the incorporator of this corporation are:

NAME

Gresham R. Stoneburner

ADDRESS

50 North Laura Street
Suite 2750
Jacksonville, Florida 32202

ARTICLE IX

INDEMNIFICATION

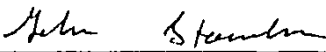
Section 9.1 **Indemnification**. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 **Amendment**. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 22nd day of August, 1997.



Gresham R. Stoneburner, Incorporator

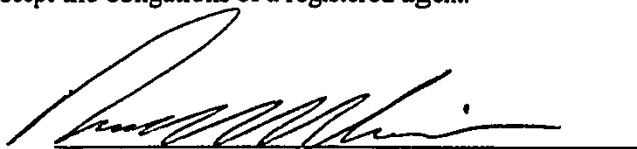
ACCEPTANCE BY REGISTERED AGENT

FILED

97 AUG 25 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.



Russell R. Skinner, Registered Agent

Date: August 18, 1997