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November 14, 1997

JOSEPH GARCIA

ROBERT W. FIELDS  
BOARD CERTIFIED  
MARITAL & FAMILY LAW

LESLEY J. FRIEDSAM  
BOARD CERTIFIED  
MARITAL & FAMILY LAW  
KRISTINA JONES FOSTER  
MARITAL & FAMILY LAW

FILED  
97 NOV 19 PM 2:00  
TALLAHASSEE, FLORIDA

Return to  
FIVE ASAP

Attorneys' Title Insurance Fund, Inc.  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Gentlemen:

Re: Brandon's Finest Nursery, Inc.

We are enclosing herewith two executed copies of Articles of Incorporation for the above corporation and two executed copies of Resident Agent Certificate, along with our check to the Secretary of State in the amount of \$122.50 to cover the filing fee and certified copy. Please call us after you have filed the corporation to give us the charter number and filing date, and return the certified copy to us by regular mail.

Very truly yours,

*Joseph Garcia*

JOSEPH GARCIA  
Fund Member 2529

RECEIVED  
97 NOV 19 AM 9:11  
DIVISION OF CORPORATION

JG:jb

Enclosures

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-11/19/97-01005-011  
\*\*\*122.50 \*\*\*122.50

ARTICLES OF INCORPORATION  
OF  
BRANDON'S FINEST NURSERY, INC.

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FILED  
97 NOV 19 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

BRANDON'S FINEST NURSERY, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The sale and installation of sod, plants, shrubs and other landscaping materials.

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights,

trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE III

The capital stock of the corporation shall consist of 100 shares of common stock at \$10.00 par value.

#### ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

#### ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 5608 Providence Road, Riverview, FL 33569. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The name and post office address of the member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Susan Sanders	3922 Applegate Circle Brandon, FL 33511
David Barrette	7413 Alafia Drive Riverview, FL 33569
Dennis Hansen	11331 McMullen Loop Riverview, FL 33569

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock he agrees to take, and the value of the consideration therefor are:

<u>NAME</u>	<u>ADDRESS</u>
David Barrette	7413 Alafia Drive Riverview, FL 33569  50 shares of common stock at \$10.00 par value

ARTICLE X

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote therefor, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

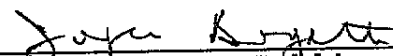
The Directors of this corporation shall be entitled to compensate themselves for their services to the corporation as Directors, provided that such compensation shall be set and approved by majority vote of all Directors.

  
David Barrette

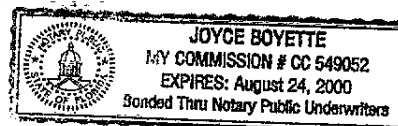
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DAVID BARRETTE, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, and who is personally known to me.

WITNESS my hand and official seal in the County and State named above this 14 day of November, 1997.

  
Notary Public  
State of Florida at Large  
My commission expires: \_\_\_\_\_  
Commission No. \_\_\_\_\_

Barrette\Inc



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BRANDON'S FINEST NURSERY, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 5608 Providence Road, Riverview, Florida 33569, State of Florida, has named DAVID BARRETTE, located at 5608 Providence Road, Riverview, FL 33569, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
David Barrette, Registered Agent

Barrette.Res

FILED  
97 NOV 19 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA