

RICHARD R. COOK

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January 12, 1998

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

400002410104--6  
-01/23/98--01038--004  
\*\*\*122.50 \*\*\*122.50

Dear Madam:

RE: Bay Branch Tree Farm, Inc.

Enclosed are the Articles of Incorporation and a check for \$122.50 for filing and for a certified copy of same.

Thanks!

Sincerely,



RICHARD R. COOK  
Florida Bar #254134

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 1:28

D. BROWN JAN 26 1998

ARTICLES OF INCORPORATION  
OF  
BAY BRANCH TREE FARM, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 1:28

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

ARTICLE I. NAME

The name of the corporation shall be BAY BRANCH TREE FARM, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK And CORPORATE ADDRESS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

The street and mailing address of the initial registered office of the corporation shall be 960 West Oakwood Road, Orange City, Florida 32763, and the name of the initial registered agent of the corporation at that address is Halcyon McBride Rogers.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporator that this corporation will qualify under the Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

#### ARTICLE VIII. DIRECTORS

This corporation shall have three directors initially, whose addresses are:

Halcyon McBride Rogers, 960 West Oakwood Road, Orange City, FL 32763.

Jeffrey McBride Rogers, 1926 Quail Hollow Drive, DeLand, FL 32720.

Richard Wayne Rogers, 1460 North Leavitt Avenue, Orange City, FL 32763.

#### ARTICLE IX. OFFICERS

The officers of the corporation shall be elected by the shareholders. Until new officers are elected the following will serve as officers of the corporation:

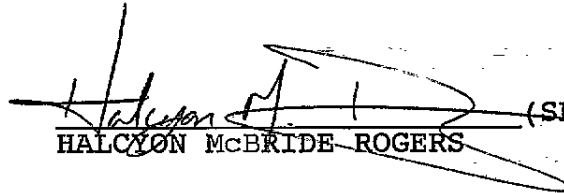
FL Halcyon McBride Rogers, 960 West Oakwood Road, Orange City, 32763. Secretary/Treasurer  
Jeffrey McBride Rogers, 1926 Quail Hollow Drive, DeLand, FL 32720. President  
Richard Wayne Rogers, 1460 North Leavitt Avenue, Orange City, FL 32763. Vice President

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these  
Articles of Incorporation is:

Halcyon McBride Rogers, 960 West Oakwood Road, Orange City,  
FL 32763.

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 21<sup>st</sup> day of January, 1998.

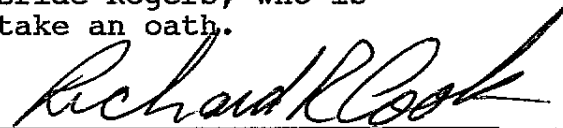
  
HALCYON MCBRIDE ROGERS (SEAL)

State of Florida )  
County of Volusia )

The foregoing instrument was acknowledged before me this 21<sup>st</sup>  
day of January, 1998, by Halcyon McBride Rogers, who is  
personally known to me and who did take an oath.

Notary  
Title

CC465702  
Serial Number

  
Notary Signature

RICHARD R. COOK  
Notary Name Printed  
Commission expires: 5/21/99



RICHARD R. COOK  
MY COMMISSION # CC465702 EXPIRES  
May 21, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 1:28

ACCEPTANCE BY REGISTERED AGENT  
BAY BRANCH TREE FARM, INC.

Having been named Resident Agent and to accept Service of Process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Resident Agent

  
HALCYON MCBRIDE ROGERS