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MEMORANDUM

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

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-01/23/98--01039--006  
\*\*\*122.50 \*\*\*122.50

FROM: Linda Topping, Paralegal

DATE: January 20, 1998

RE: Gold-King Nursery, Inc.  
Our Ref: P-8548

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation - please file  
Please note that the date of incorporation is January 16, 1998.
2. \$122.50 check for:
  - \$ 70.00 filing fee
  - \$ 52.50 certified copy of Articles of Incorporation

Please return the certified copy of the Articles of Incorporation to this office.

**EFFECTIVE DATE**  
1-16-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 1:53

Enclosures  
cc: Earl Griner (w/encl)

1-26-98  
WLS

ARTICLES OF INCORPORATION  
of  
GOLD-KING NURSERY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 1:53

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I  
Name

The name and address of this corporation shall be: GOLD-KING NURSERY, INC., 14621 Timber Village Road, Groveland, FL 34736.

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV  
Subscribers, Incorporators & Directors

EFFECTIVE DATE

1-16-98

The name and address of the Subscriber and Incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Earl Griner	14621 Timber Village Road Groveland, FL 34736

The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
Earl Griner	14621 Timber Village Road Groveland, FL 34736

**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the

affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
Effective Date

The date that corporate existence shall begin shall be January 16, 1998. This election is pursuant to Florida Statute 607.0203.

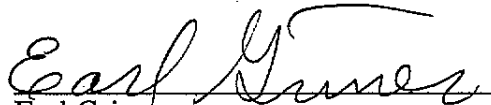
**ARTICLE X**  
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 14621 Timber Village Road, Groveland, FL 34736. The name of the Registered Agent of this corporation is Earl Griner at the above office address.

**ARTICLE XI**  
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this January 20, 1998.

  
Earl Griner

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for GOLD-KING NURSERY, INC. as stated in these Articles of Incorporation.

Dated: January 20, 1998.

  
Earl Griner

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SECRETARY OF STATE  
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