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February 5, 1998

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

EFFECTIVE DATE
2-1-98

FILED
98 FEB -9 AM 11:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Incorporation of SMITH'S NURSERY OF CENTRAL FLORIDA, INC.

Ladies and Gentlemen:

Please find enclosed for filing the original and one (1) copy of Articles of Incorporation for the above corporation, together with my trust check in the amount of \$122.50 for filing fee and certified copy of the Articles. After filing, please forward a certified copy of the Articles to me at the above address.

Please note the corporation shall commence its existence on February 1, 1998.

If you have any questions, please don't hesitate to contact me.

Sincerely,



Dennis L. Horton

DLH/lm
Enclosures

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EFFECTIVE
2-1-98

ARTICLES OF INCORPORATION
OF
SMITH'S NURSERY OF CENTRAL FLORIDA, INC.

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is SMITH'S NURSERY OF CENTRAL FLORIDA, INC.

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the Corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

The street address of the initial registered office of the Corporation is 115 Atlantic Avenue, Mascotte, Florida 34753, and the name of the initial registered agent at that address is DREW SMITH.

The initial address of the principal office of the Corporation is 115 Atlantic Avenue, Mascotte, Florida 34753. The mailing address of the Corporation is 115 Atlantic Avenue, Mascotte Florida 34753.

ARTICLE SEVEN

DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) members. The names and addresses of the members of the first Board of Directors are:

A. K. SMITH, 115 Atlantic Avenue, Mascotte, Florida 34753;
DREW SMITH, 3311 Clay Avenue, Orlando, Florida 32804; and
OTIS W. MATTISON III, 4454 Ag Road, Groveland, Florida 34736.

ARTICLE EIGHT

INCORPORATOR

The name and address of the incorporator is A. K. SMITH, 115 Atlantic Avenue, Mascotte, Florida 34753.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

This Corporation shall commence its existence on February 1, 1998.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of February, 1998.

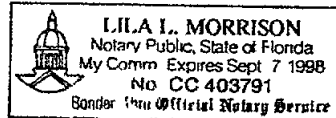

A. K. SMITH, Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized to take acknowledgments, personally appeared A. K. SMITH, who produced personally known for identification, and he acknowledged his execution of the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 5th day of February, 1998.

Lila L. Morrison
Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, DREW SMITH, do hereby accept the appointment of registered agent of SMITH'S NURSERY OF CENTRAL FLORIDA, INC., this 5 day of February, 1998.

Drew P. Smith
DREW SMITH

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