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February 20, 1998

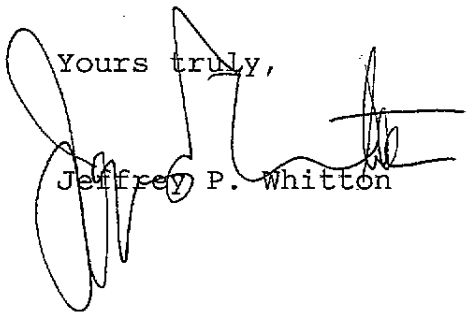
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002437981--9
-02/23/98-01103-004
***122.50 ***122.50

RE: Wayside Nursery & Florist, Inc.

Enclosed please find the original and one copy of Articles
of Incorporation for the referenced corporation. Please return a
certified copy to me.

Yours truly,


Jeffrey P. Whitton

JPW/ch

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98 FEB 23 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 24 1998

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ARTICLES OF INCORPORATION

98 FEB 23 PM 1:11

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAYSIDE NURSERY & FLORIST, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Wayside Nursery & Florist, Inc. The principal place of business and mailing address of the corporation is 1405 West 15th Street, Panama City, Florida, 32405.

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock, each share having the par value of \$1.00.

ARTICLE V

The street address of the initial registered officer of this corporation is 1405 West 15th Street, Panama City, Florida, 32405 and the name of the initial registered agent of this corporation at that address is Glenda Gail Norman.

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

Wayside Nursery & Florist, Inc., desiring to organize under the laws of the State of Florida, has designated 1405 West 15th Street, Panama City, Florida, 32405, as its initial Registered Office and has named Glenda Gail Norman, as its agent to accept service of process within this state.


Glenda Gail Norman

ACKNOWLEDGEMENT

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


Glenda Gail Norman

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:
Glenda Gail Norman, 1405 West 15th Street, Panama City, FL, 32405.

ARTICLE VII

The name and address of the person signing these Articles is: Glenda Gail Norman, 1405 West 15th Street, Panama City, Florida, 32405.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of February, 1998.


Glenda Gail Norman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA