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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: TRUE VINE PLANTSCAPES, INC.

AUDIT NUMBER.....H98000009628

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TRUE VINE PLANTSCAPES, INC.


THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **TRUE VINE PLANTSCAPES, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **200** shares, all **without par value**.
5. The principal address and mailing address of the corporation will be, **10544 Boca Point Drive, Orlando, FL 32836** and the name of its initial registered agent at such address is **Debra Russell**.
6. The number of directors constituting the initial board of directors is **One (1)** and the name and address of each person who is to serve as a member thereof is as follows: **Debra Russell, 10544 Boca Point Drive, Orlando, FL 32836**
7. The name and address of the sole incorporator is: **Monica M. Burton, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: May 19, 1998

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


Monica M. Burton
Sole Incorporator

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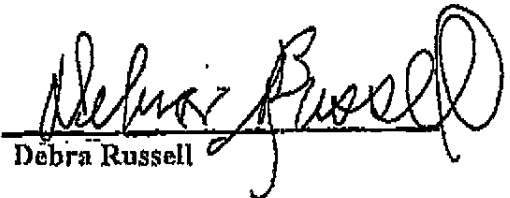
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of **TRUE VINE PLANTSCAPES, INC.**, the within named corporation.

Dated: May 19, 1998


Debra Russell

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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