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Charles E. Geary, P.A.

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Charles E. Geary

Licensed in: Florida
Washington, D.C.

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Of Counsel

Licensed in: Florida
Colorado

May 22, 1998

Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

Return to
FLA FSAF

500002535545-9
-05/26/98-01075-014
****122.50 ****122.50

RE: EASY STREET NURSERY, INC.

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation and Acceptance of Registered Agent for the above referenced Corporation and a check in the amount of \$122.50 for filing with the Secretary of State for incorporation purposes. Also enclosed is a check in the amount of \$15.00 payable to Attorneys' Title Insurance Fund. It is my understanding that you will file these corporate documents on the same day as received if received prior to 2:00 p.m. on that day. Please file them and return them to me in the enclosed prepaid UPS package. Please call me if there is any problem or delay in this matter. Thanks for your anticipated courtesy and cooperation.

Sincerely,

Charles E. Geary, P.A.

Charles E. Geary, Esquire
CEG/rg
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 3:35
98 MAY 26 PM 2:40
DIVISION OF CORPORATIONS

26-52

ARTICLES OF INCORPORATION
OF
EASY STREET NURSERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 3:35

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: EASY STREET NURSEY, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 5499 N.W., Septer Drive, Port St. Lucie, FL 34983. The mailing address of this corporation is 5499 N.W. Septer Drive, Port St. Lucie, FL 34983.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Richard M. Rajkowski
5499 N.W. Septer Drive
Port St. Lucie, FL 34983

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Richard M. Rajkowski
5499 N.W. Septer Drive
Port St. Lucie, FL 34983

ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Richard M. Rajkowski
5499 N.W. Septer Drive
Port St. Lucie, FL 34983

James Ross Westcott
1121 S.W. Lighthouse Drive
Palm City, FL 34990

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of ownership and operation of a nursery and landscaping business.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

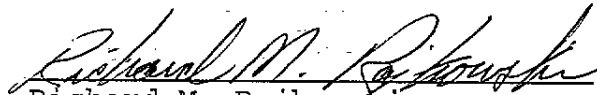
ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

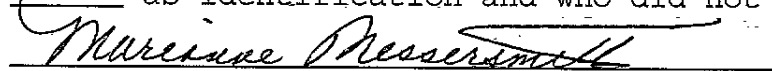
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 22 day of MAY, 1998.


Richard M. Rajkowski

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of May, 1998 by Richard M. Rajkowski, who is personally known to me or who has produced Drivers License as identification and who did not take an oath.



Print Name:
Notary Public



MARIANNE MESSERSMITH
MY COMMISSION # CC471271 EXPIRES
June 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

That EASY STREET NURSERY, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 5499 N.W. Septer Drive, Port St. Lucie, FL 34983, has named Richard M. Rajowski as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By:

Richard M. Rajowski
Richard M. Rajowski

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of May, 1998 by Richard M. Rajowski who is personally known to me or who has produced Drivers License as identification and who did not take an oath.

Marianne Messersmith

Print Name:
Notary Public



MARIANNE MESSERSMITH
MY COMMISSION # CC471271 EXPIRES
June 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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