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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 10:34

July 1, 1998

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

RE: Charter for Keel's Nursery South, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of Keel's Nursery South, Inc. Also, please find enclosed a check in the amount of \$122.50 for the filing fee and certified copy.

Thank you in advance.

Very truly yours,


C.J. Keel, Jr.

CJK/sg

ARTICLES OF INCORPORATION

OF

KEEL'S NURSERY, SOUTH, INC.

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The undersigned subscribers, being natural persons competent to contract, and for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be:

KEEL'S NURSERY SOUTH, INC.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating and engaging in wholesaling and re-wholesaling of live plants and all things subsidiary or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, and to transact and engage in any activity or business permitted under the laws of the State of Florida, and of the United States, including, but not limited to the following:

a. To purchase or otherwise acquire letters, patents, copyrights, trademarks, concessions, licenses, invention rights, franchises, and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited, or any part interest in any of the above enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights,

belonging to the corporation, or which it may let or grant any of said rights belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, any concessions, monopolies, franchises, or other right or privileges either in the United States or in any other part of the world.

b. To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary agency or client thereof.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments or obligations of the corporation, from time to time for any of the operations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state district, territory, colony or foreign

country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

d. To purchase entities, mortgages, installment sales contracts, notes, drafts, acceptance and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations; to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.

f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of capital stock of corporations, including this corporation, bonds, debentures, notes, or other securities or evidences of indebtedness or any private or public corporation, to do any other act or thing permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof.

g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.

h. To engage in the brokerage business, on behalf of itself or others, including,

but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.

i. To do all things which are lawful under the laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any and all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or hereafter conferred by the laws of the State of Florida upon corporations.

j. For the accomplishment of any object on or about its business or affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.

k. The powers specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE FOUR

This corporation is authorized to issue one hundred (100) shares of Ten \$10.00) Dollar par value common stock which shall be designated "Common Stock."

ARTICLE FIVE

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

ARTICLE SIX

The street address of the initial principal office of this corporation is 17350 SW 236 St., Miami, FL 33031, and the name of the initial registered agent of this corporation is C. Joseph Keel, III, whose post office address and mailing address is 5210 W. Thonotosassa Rd., Plant City, Florida 33566.

ARTICLE SEVEN

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
ERNEST VALDES, President	17350 SW 236 ST. Miami, Florida 33031
RYAN W. KEEL, Vice President	5210 W. Thonotosassa Rd. Plant City, Fl 33566
C. JOSEPH KEEL, III, Secretary/Treasurer	5210 W. Thonotosassa Rd. Plant City, FL 33566

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions

of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

<u>NAME AND OFFICE</u>	<u>STREET ADDRESS</u>
ERNEST VALDES, President	17350 SW 236 ST. Miami, Florida 33031
RYAN W. KEEL, Vice President	5210 W. Thonotosassa Rd. Plant City, FL 33566
C. JOSEPH KEEL, III, Secretary/Treasurer	5210 W. Thonotosassa Rd. Plant City, FL 33566

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

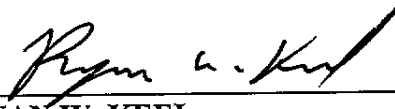
ARTICLE THIRTEEN

The name of the persons signing these Articles of Incorporation as incorporators are
ERNEST VALDES, RYAN W. KEEL and C. JOSEPH KEEL, III.

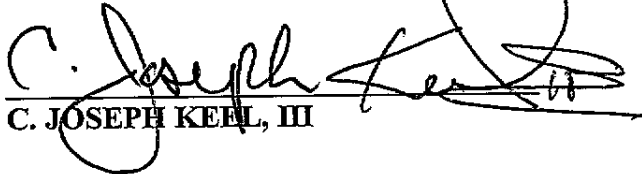
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation in duplicate on the 30 day of June, 1998.



ERNEST VALDES



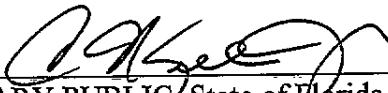
RYAN W. KEEL



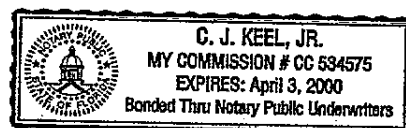
C. JOSEPH KEEL, III

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30 day of June, 1998, by
ERNEST VALDES who is personally known to me or who has produced a Florida Drivers license
as identification and who did not take an oath.



NOTARY PUBLIC, State of Florida
at Large



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30 day of June, 1998, by RYAN W. KEEL and C. JOSEPH KEEL, III who are personally known to me or who have produced Florida Drivers licences as identification and who did not take an oath.



NOTARY PUBLIC, State of Florida
at Large



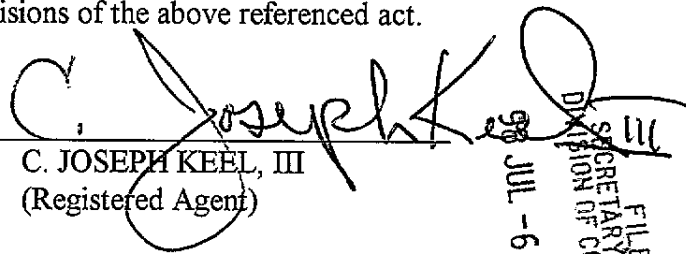
STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE

IN PURSUANCE of Section 48.091 and 607.034, Fla. Stats. 1983, the following is submitted
in compliance with said Act:

First, KEEL'S NURSERY SOUTH, INC., desiring to organize under the laws of the State
of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Miami,
County of Dade, State of Florida, has named C. JOSEPH KEEL, III, 5210 W. Thonotosassa, Plant
City, Florida 33566, County of Hillsborough as its Registered Agent.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this Certificate, I hereby accept the appointment to act as
registered agent and agree to comply with the provisions of the above referenced act.

By: 

C. JOSEPH KEEL, III
(Registered Agent)

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