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† BOARD CERTIFIED IN TAXATION
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◇ BOARD CERTIFIED IN REAL ESTATE LAW
§ BOARD CERTIFIED IN BUSINESS LITIGATION

July 9, 1998

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

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****192.50 ****122.50

Re: Golden Touch Nursery, Inc.
Our File No. 97-7517

Dear Sir or Madam:

Enclosed please find an original plus one copy of the following:

1. Articles of Incorporation of Golden Touch Nursery, Inc.;
2. Articles of Merger of Golden Touch Nursery, Inc., a Delaware corporation into Golden Touch Nursery, Inc., a Florida corporation; and
3. This firm's check in the amount of \$192.50 representing the required filing fee.

I would appreciate receiving a certified copy of the Articles of Incorporation and Articles of Merger after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

JPA:sld
Enclosures

FILED
98 JUL 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 7/15/98

**ARTICLES OF INCORPORATION
OF
GOLDEN TOUCH NURSERY, INC.**

FILED
98 JUL 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is GOLDEN TOUCH NURSERY, INC.

ARTICLE II

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 3255 South Clarcona Road, Apopka, Florida 32703. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Seil Chin
3255 South Clarcona Road
Apopka, FL 32703

Misun K. Chin
3255 South Clarcona Road
Apopka, FL 32703

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows: Seil Chin, 3255 South Clarcona Road, Apopka, Florida 32703.

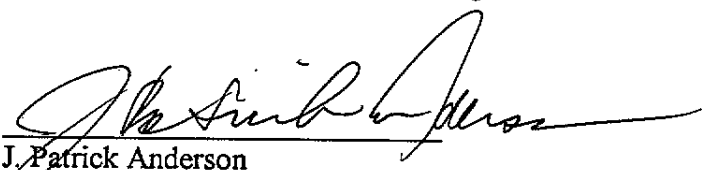
ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Apopka, Orange County, Florida, this 18th day of June, 1998.


Seil Chin

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


J. Patrick Anderson
Registered Agent

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98 JUL 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA