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BRANDYWINE CENTRE I

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November 3, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E Gaines Street
Tallahassee, FL 32399
904-488-9000

900002681419--5

-11/05/98-01080-001

****122.50 *****78.75

Re: Articles of Incorporation
FIVE C'S NURSERY, INC.

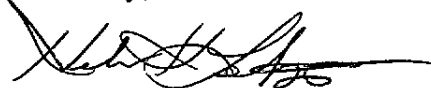
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above corporation as follows:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Certificate	<u>35.00</u>
Total	\$122.50

Please send us a certified copy of the Articles when filed. Thank you for your cooperation and assistance.

Sincerely,



Helen K. Fekete
Legal Assistant

Enclosure

P. Hall

NOV - 6 1998

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FILED
98 NOV - 5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIVE C'S NURSERY, INC.**

FILED

98 NOV -5 AM 9:45

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Article I - Name

The name of this corporation is FIVE C'S NURSERY, INC.

Article II - Effective Date and Duration

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

Article III - Purpose

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

Article IV - Common Stock

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of none.

Article V - Authority

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation.

Article VI - Dividends

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

Article VII - Incorporator

The name of and address of the incorporator of this corporation is as follows:

Jeanne O. Conway, Esq.
Jeanne Odom Conway, P.A.
Suite 160
580 Village Boulevard
West Palm Beach, FL 33409

Article VIII - Powers of Directors

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

Article IX - Principal Place of Business

The principal place of business of this corporation shall be 7928 South Military Trail, Lake Worth, FL 33463. The Board of Directors may from time to time move the place of business of this corporation.

Article X - Registered Agent

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is **Jeanne O. Conway, Esq.**, Jeanne Odom Conway, P.A., Suite 160, 580 Village Boulevard, West Palm Beach, FL 33409.

Article XI - Private Property of Shareholders

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Article XII - Excess Salary

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

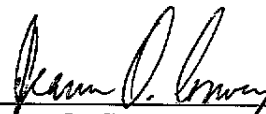
Article XIII - Excess Business Expense

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

Article XIV - Amendments

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

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the shares of capital stock hereinabove described, for the purpose of forming a corporation to do business under the laws of the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto has set her hand and seal this 4th day of November, 1998.



Jeanne O. Conway


**STATE OF FLORIDA
COUNTY OF PALM BEACH**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Jeanne O. Conway, to me known personally to be the person described in, and who executed the foregoing instrument, and who did not take an oath, and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of November, 1998.



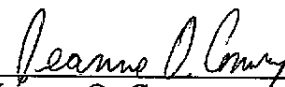
Helen K. Fekete
MY COMMISSION # CC718807 EXPIRES
February 22, 2002
BONDED THRU TROY PAIN INSURANCE, INC.



Helen K. Fekete
Notary Public
My Commission Expires:

Acceptance

I, Jeanne O. Conway, whose address is Jeanne Odom Conway, P.A., Suite 160, 580 Village Boulevard, West Palm Beach, FL 33409, do hereby accept the appointment of Registered Agent for **FIVE C'S NURSERY, INC.**



Jeanne O. Conway
Registered Agent

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98 NOV -5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA