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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 9:32

ONDICH ROAD NURSERIES, INC

Requestor's Name

6336 MT. PLYMOUTH RD.

Address

APOPKA FL 32712

City/State/Zip

Phone #

800002729278--0
-01/04/99--01090--010
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Onidich Road Nurseries, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

original

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ONDICH ROAD NURSERIES, INC.
CERTIFICATE OF INCORPORATION

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby desires to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ONDICH ROAD NURSERIES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(1) To acquire farm properties and other real estate, by purchase, lease, or otherwise; to improve and develop the same, and thereon plant, cultivate foliage plants, and to harvest and market crops therefrom.

(2) To transact any other lawful business for which corporations may be incorporated under the Florida General 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 III. POWERS

Section 1. This corporation shall have the following powers:

(a) To borrow money without limitation as to the amount of corporate indebtedness or liability, to give a lien on any of its property as security thereof in any manner permitted by law; and to make advance payments and advances to customers and other producers.

(b) To act as the agent or representative of any customers in any of the activities mentioned in Article II hereto.

(c) To buy, lease, hold and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct of the operation of the business of the corporation, execute and issue.

(d) To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this corporation is formed and to give a lien on any of its property as security thereof.

(e) To acquire, own, develop and license or franchise any interest in patents, trademarks, and copyrights connected with or incidental to the business of the corporation.

(f) To cooperate with other similar corporations in creating central, regional, or national corporations, for any of the purposes for which this corporation is formed, and to become a member or stockholder of such companies as now are or hereinafter may be in existence.

(g) To have an exercise, in addition to the foregoing, all powers, privileges and rights conferred on ordinary corporations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated, and to do any such thing anywhere, and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may be law or possessed by this corporation, all of which are hereby expressly claimed.

Section 2. To engage in any activity in connection with the manufacturing, purchasing, hiring or using supplies, machinery or equipment or in the financing of any of the above enumerated activities, or in performing business services or in any one or more of the activities specified herein.

Section 3. To purchase life insurance on the life of any individual owning stock in the corporation or absolutely or contingently liable to it.

Section 4. To establish reserves and to invest the funds thereof in bonds or such other property as may be provided for in the by-laws.

Section 5. To sell, convey, and transfer all of the assets of the corporation, subject to the provisions of the laws of the State of Florida, provided such sale shall be consented to by the holders of not less than two-thirds of its common stock, which consent shall be given either in writing or by vote at a special meeting of its stockholders called for that purpose.

Section 6. To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the foregoing purposes or attainment of any one or more of the foregoing objects

or conducive to or expedient to the interest or benefit of the corporation and to contract accordingly and, in addition, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the corporation is organized or to the activities in which it is engaged and any other rights.

Section 7. To purchase, hold, pledge, sell, exchange, transfer or otherwise deal in stocks, bonds or other securities of other associations or corporations the activities of which are related to the activities of this corporation. To purchase, hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in and with its own stock provided, however, that this corporation shall not use its funds or property for the purchase of its own capital stock when such use would impair its capital, except to the extent permitted by law and provided further that shares of its own common stock belonging to this corporation shall be voted, directly or indirectly.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 5,000 shares of common stock at \$1.00 par value.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE VI. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. ADDRESS

The street address of the principal office of this company in this State is:

6336 Mt. Plymouth Road, Apopka, Florida 32712

ARTICLE VIII. DIRECTORS

This Corporation shall have not less than one Director. The number of Directors may be increased or decreased from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTOR AND SUBSCRIBER

The name and address of the initial Director and subscriber of the Corporation is:

ROBIN D. KIRKLAND
6336 MT. PLYMOUTH ROAD
APOPKA, FLORIDA 32712

ARTICLE X. DISCLOSURE OF INTERESTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or is a director or officer of, such other corporation, any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

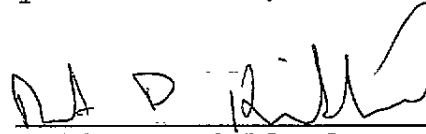
ARTICLE XI. ASSIGNMENT OF STOCK

The original incorporator of the corporation shall have the right, after the organization of same, to assign and transfer his subscription of stock herein to any other person who may hereinafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all the rights, liabilities and duties entailed by such subscription, subject to the laws of the State of Florida.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, the subscribing incorporator has hereunto set his hand and seal this 30th day of December, 1998.


Robin D. Kirkland

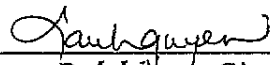
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Robin D. Kirkland, to me known and known to me to be the person described herein as the subscriber and who executed the foregoing Certificate of Incorporation and he acknowledged before me that he subscribed to that Certificate of Incorporation.

WITNESS my hand and official seal this 30th day of December, 1998.



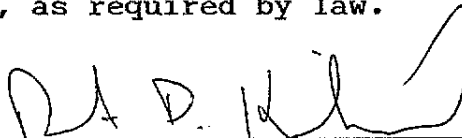
Lan Nguyen
My Commission CC585742
Expires Sep. 17, 2000


Notary Public - State of Florida

My commission expires: Sept. 17, 2000

ACCEPTANCE OF POSITION OF RESIDENT AGENT:

I AGREE, as Resident Agent, to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office, as required by law.



Robin D. Kirkland - Resident Agent
6336 MT. PLYMOUTH ROAD
APOPKA, FLORIDA 32712

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