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March 17, 1999

Division of Corporations - New Filings Section  
Office of the Secretary of State  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of **LAMB'S NURSERY & GARDEN  
CENTER, INC.**

800002812328--1  
-03/19/99-01089-015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir:

Please find enclosed herewith the original Articles of Incorporation of **LAMB'S NURSERY & GARDEN CENTER, INC.**, Certificate of Designation of Registered Agent and Registered Office, and my office account check in the amount of \$87.50 payable to the Florida Secretary of State to cover the cost of filing fees, certified copy of Articles of Incorporation and the registration fee for the certificate of Designation of Registered Agent.

Please file the Articles of Incorporation in accordance with your usual procedures and return to me a certified copy of the Articles of Incorporation.

It is my understanding that your office will mail a Corporation Annual Report to the responsible officer of **LAMB'S NURSERY & GARDEN CENTER, INC.** between January 1 and May 1 of the next year. I have advised **LAMB'S NURSERY & GARDEN CENTER, INC.**, and by a copy of this letter do confirm, that it must obtain a Federal Employer Identification Number (FEIN) and note said number of the Corporation Annual Report before it can be accepted by your office and filed.

If your office should have any questions regarding this transmittal or the accompanying enclosures, please do not hesitate to contact me at your earliest convenience.

Thank you for your courtesies and consideration.

Sincerely yours,



Dana Edmisten Hill

DEH:mtf

Enclosures

FILED  
99 MAR 19 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAR 24 1999

FILED  
99 MAR 19 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**LAMB'S NURSERY & GARDEN CENTER, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the provisions of Chapter 607, Florida Statutes, ("Florida Business Corporation Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be: **LAMB'S NURSERY & GARDEN CENTER, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business of the corporation shall be: **8316 US 27 E, Branford, Florida 32008**, and the mailing address of the corporation shall be: **P.O. Box 744, Branford, Florida 32008**.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1,000) shares** having a par value of **ONE AND 00/100 DOLLAR (\$1.00)** per share.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent and registered office is: **MICHAEL C. LAMB, 8316 US 27 E, Branford, Florida 32008.**


**ARTICLE V: INCORPORATOR**

The name and address of the incorporator and subscriber to these articles of Incorporation is: **MICHAEL C. LAMB, P.O. Box 744, Branford, Florida 32008.**

**ARTICLE VI: DIRECTORS**

The initial Board of Directors of the corporation shall consist of two director. The number of directors of the Board of Directors may be increased or decreased from time to time by changes to the corporate By-Laws but shall never be less than two (2). The name and address of the initial directors of the corporation shall be: **MICHAEL C. LAMB, P.O. Box 744, Branford, Florida 32008.**

The undersigned Incorporator has executed these Articles of Incorporation on this \_\_\_\_\_ day of \_\_\_\_\_, 1999, at Branford, Suwannee County, Florida.

  
**MICHAEL C. LAMB**

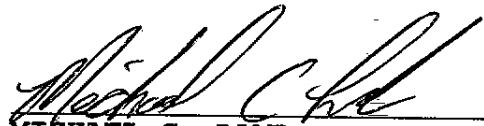
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT to the provisions of Section 607.0501, Florida Statutes, the Corporation, **LAMB'S NURSERY & GARDEN CENTER, INC.**, organized and existing under the laws of the State of Florida, submits the following statement designating the registered agent and registered office in the State of Florida:

1. The name of the corporation is **LAMB'S NURSERY & GARDEN CENTER, INC.**:

2. The name and address of the registered agent and registered office are as follows: **MICHAEL C. LAMB, 8316 US 27 E, Branford, Florida 32008.**

3. Having been named as registered agent to accept service of process for the Corporation, **LAMB'S NURSERY & GARDEN CENTER, INC.**, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and discharge the duties and responsibilities as registered agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I further represent that I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
**MICHAEL C. LAMB**  
Registered Agent

FILED  
99 MAR 19 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA