

J. WENDELL WHITEHOUSE, P.A.

ATTORNEY AT LAW
143 SOUTH RIDGEWOOD DRIVE
SEBRING, FLORIDA 33870

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P99000032238
April 2, 1999

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

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-04/05/99--01089--010
****122.50 *****78.75

Re: **FOUR D GROWERS, INC.**

Dear Sir or Madam:

Please find enclosed an original and one signed copy of the Articles of Incorporation of the above referenced corporation. I have also enclosed this firm's check in the amount of \$122.50 for the filing and certified copy fee.

Please process at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please call me.

Sincerely,

Patricia Molinaro
Patricia Molinaro
Legal Secretary

Enclosures

FILED
99 APR -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
4-8-99
4

ARTICLES OF INCORPORATION

OF

FOUR D GROWERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is **FOUR D GROWERS, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:
6126 State Road 66, Zolfo Springs, Florida 33890.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of operating a wholesale nursery together with engaging in all lawful business permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

ARTICLE IV. CAPITAL STOCK AUTHORIZED

This corporation is authorized to issue one thousand (1000) shares of common stock at no par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of this corporation is 143 S. Ridgewood Drive, Sebring, Florida, and the name of the initial registered agent is J. WENDELL WHITEHOUSE.

ARTICLE VI. INCORPORATORS

The name and address of each Incorporator is as follows:

Michael K. Damboise 6126 State Road 66 Zolfo Springs, Florida 33852

Elizabeth A. Damboise 6126 State Road 66 Zolfo Springs, Florida 33852

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors is as follows:

Michael K. Damboise 6126 State Road 66 Zolfo Springs, Florida 33852

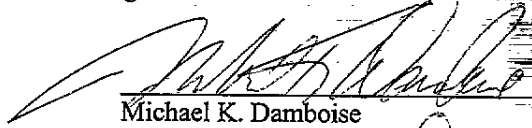
Elizabeth A. Damboise 6126 State Road 66 Zolfo Springs, Florida 33852

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

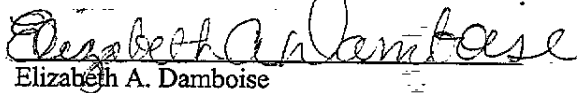
ARTICLE VIII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 31st day of March, 1999.



Michael K. Damboise



Elizabeth A. Damboise

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me personally appeared Michael K. Damboise, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of March, 1999.



Patricia Molinaro
My Commission CC800173
Expires February 4, 2003


Notary Public: Patricia Molinaro

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me personally appeared Elizabeth A. Damboise, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of March, 1999.



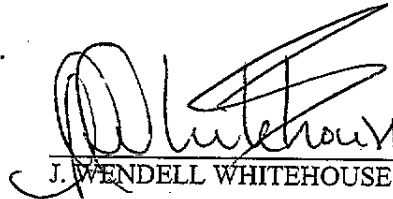
Patricia Molinaro
My Commission CC800173
Expires February 4, 2003


Notary Public: Patricia Molinaro

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with the duties and responsibilities as Registered Agent and hereby accepts appointment as Registered Agent of FOUR D GROWERS, INC., and who did take an oath.


DATED this 31st day of March, 1999.


J. WENDELL WHITEHOUSE

STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me personally appeared J. WENDELL WHITEHOUSE, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of March, 1999.

 Patricia Molinaro
My Commission CC800173
Expires February 4, 2003


Notary Public: Patricia Molinaro

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED