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EZELLE & EVERS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

424 WEST MAIN STREET

WAUCHULA, FLORIDA

MARCUS J. EZELLE
KENNETH B. EVERS

REPLY TO: P.O. DRAWER 1308
WAUCHULA, FLORIDA 33873-1308

April 12, 1999

TELEPHONE: (941) 773-5600
FACSIMILE: (941) 773-0952

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

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*****78.75 *****78.75

RE: ARN Nursery, Inc.

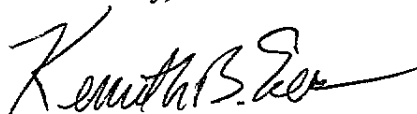
Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of ARN Nursery, Inc., together with our check in the amount of \$78.75 covering the following:

Filing fee	\$ 35.00
Designation of registered agent	35.00
Certified copy of Articles	<u>8.75</u>
Total	\$ 78.75

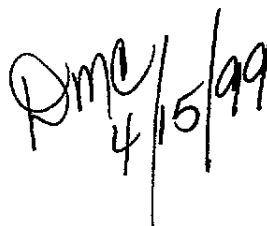
Please return the certified copy of the Articles to me at Post Office Drawer 1308, Wauchula, Florida 33873-1308.

Sincerely,


Kenneth B. Evers

KBE/skr
Encl(s).

xc: Norma McNary (w/o encls.)



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99 APR 14 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 APR 14 AM 11:37

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

OF

ARN NURSERY, 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 ONE

The name of the corporation is **ARN NURSERY, INC.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized is to grow various species of plant life for wholesale and retail sale, and any other business authorized by Florida Statutes and permitted by law.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a par value of Ten (\$10.00) Dollars per share.

ARTICLE FIVE

The street address of the initial principal office of the corporation is 6121 S.R. 66, Zolfo Springs, Florida 33890, and the mailing address of the corporation is 2370 U.S. Hwy. 17 N., Wauchula, Florida 33873, and the name of its initial registered agent at such street address is NORMA M. McNARY.

ARTICLE SIX

Pursuant to authority of Chapter 607.0732(1), Florida Statutes, or as it may hereafter be amended, the corporation shall have no board of directors, and all of the corporate power shall be exercised by, and the balance and affairs of the corporation shall be managed under the direction of the stockholders. The stockholders shall have the power and authority to adopt and to amend the bylaws of the corporation and to determine consideration for the issuance or disposition of any share.

ARTICLE SEVEN

The name and address of the shareholders and the number of shares of stock each agrees to take and the value of the consideration therefor are:

Name	Address	Shares	Consideration
Norma M. McNary	2370 U.S. Hwy. 17 N. Wauchula, FL 33873	52	\$520.00
Rosa L. Rojas	6121 S.R. 66 Zolfo Springs, FL 33890	24	240.00
Aurelio Rojas	6121 S.R. 66 Zolfo Springs, FL 33890	24	240.00

ARTICLE EIGHT

The name and address of the incorporator are NORMA M. McNARY, 2370 U.S. Hwy. 17 N., Wauchula, Florida 33873.

ARTICLE NINE

The initial officers of the corporation and their addresses are:

Name	Address	Office
Norma M. McNary	2370 U.S. Hwy. 17 N. Wauchula, FL 33873	President, Secretary/Treasurer
Aurelio Rojas	6121 S.R. 66 Zolfo Springs, FL 33890	First Vice-President
Rosa L. Rojas	6121 S.R. 66 Zolfo Springs, FL 33890	Second Vice- President

ARTICLE TEN

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stockholders at a meeting held for that purpose.

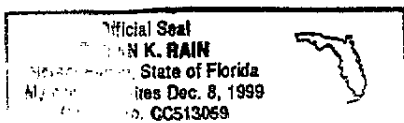
EXECUTED by the undersigned at Wauchula, Hardee County, Florida, this 12th day of April, 1999.

Norma M. McNary
NORMA M. McNARY

STATE OF FLORIDA:
COUNTY OF HARDEE:

I HEREBY CERTIFY that on this day before me, personally appeared NORMA M. McNARY, incorporator of ARN NURSERY, INC., who acknowledged before me the execution of the foregoing Articles of Incorporation for the uses and purposes therein set forth.

SWORN to and subscribed before me this 12th day of April, 1999.



Susan K. Rain
Notary Public

ACCEPTANCE

I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent of ARN NURSERY, INC., this 12th day of April, 1999.

Norma M. McNary
NORMA M. McNARY