

LETTER OF TRANSMITTAL
99000044725

Date September 1, 1998

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

300002873833--1
-05/13/99--01064--008
****122.50 ****78.75

Re Country Lane Nursery Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

John P. Korothy

(individual's name)

Country Lane Nursery, Inc.

(name of corporation)

MAILING ADDRESS OF CORPORATION

2990 Park Village Way

Melbourne, Florida

32935-2253

PHONE

(407)

242-8245

Area Code

Number

Ext.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 13 PM 3:34

FILED

2

100, 5/17

ARTICLES OF INCORPORATION

of

COUNTRY LANE NURSERY, INC.

(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Country Lane Nursery, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	John P. Korothy		
ADDRESS	2990 Park Village Way		
CITY	Melbourne	FLORIDA Florida	ZIP 32935-2253

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	John P. Korothy		
ADDRESS	2990 Park Village Way		
CITY	Melbourne	STATE Florida	ZIP 32935-2253
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	John P. Korothy		
ADDRESS	2990 Park Village Way		
CITY	Melbourne	STATE	Florida
		ZIP	32935-2253
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11th day of SEPTEMBER, 1998.

John P. Korothy (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

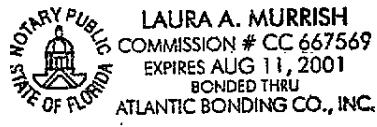
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

John P. Korothy

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11th day of SEPTEMBER, 1998.

Laura A. Murrish
 (Notary Public, State of Florida at Large)
 My Commission expires: 8-11-01



CERTIFICATE and ACKNOWLEDGEMENT
OF PRINCIPLE OFFICE

COUNTRY LANE NURSERY, INC.

corporation name

PURSUANT TO FLORIDA STATUTES CHAPTER 607.0202 b , THE
FOLLOWING IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS
OF THE STATE OF FLORIDA WITH IT'S PRINCIPLE OFFICE TO BE AT:

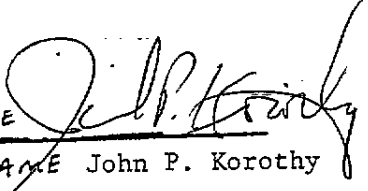
2990 Park Village Way

Melbourne, Florida

32935-2253

ADDRESS

SIGNATURE


PRINT NAME John P. Korothy

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

COUNTRY LANE NURSERY, INC.

(name of corporation)

FILED
99 MAY 13 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2990 Park Village Way

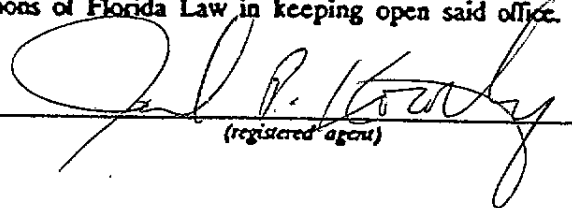
Melbourne, Florida 32935-2253

has named John P. Korothy

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


John P. Korothy
(registered agent)