

LAW OFFICES

POPE & HUGHES

A PROFESSIONAL ASSOCIATION
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Via Federal Express

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Filing

700002952897--6
-08/06/99--01073--012
*****78.75 *****78.75

Re: Indian River Lily Company (a Florida Corporation)

Dear Sir/Madam:

I enclose herewith for filing in the above-referenced case Articles of Incorporation of Indian River Lily Company. In addition, I have enclosed this firm's check in the amount of \$78.75 as a filing fee. Please feel free to contact me should you have any questions regarding the enclosed materials. Thank you for your time and attention to this matter.

Very truly yours,

Mary Kay Gaver

Mary Kay Gaver

MKG:krb

Enclosures

FILED
99 AUG -6 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GALLMON-CASE

AUG 12 1999

**ARTICLES OF INCORPORATION
OF
INDIAN RIVER LILY COMPANY
(A Florida Corporation)**

FILED
99 AUG -6 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY:

That I, Richard Schuck, whose post office is 3427 North Furnace Road, Jarrettsville, Maryland 21084, being over eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Florida, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I: The name of the corporation (which is hereinafter called the "Corporation" shall be:

INDIAN RIVER LILY COMPANY

ARTICLE II: The Corporation shall be a Corporation as authorized by the Florida Business Corporations Act as amended.

ARTICLE III: The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE IV: The purposes for which the Corporation is formed and the power which it may exercise are as follows:

- (a) To operate as an aquatic nursery, selling plants, supplies and other items on a wholesale basis.
- (b) To acquire, invest in, encumber, develop, hold, operate, own, lease, construct, manage or otherwise deal in or with property, real, personal or mixed.

RIP

(c) To borrow, acquire, hold, invest, expend, and otherwise deal with funds or money in connection with the business of the corporation.

(d) To enter into contracts, engage or hire agents or employees, acquire and provide goods and services, and engage in all business activities necessary or appropriate to carry out any purpose or objective of the Corporation.

(e) To carry on any and all business, transactions and activities permitted by the Florida Business Corporation Act which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraphs of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

(f) To issue shares of its stock of any class, in the manner permitted by law and for considerations other than cash.

(g) To have the right to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Florida, or by any other state in which it may qualify; and that the enumeration of certain powers as herein specified not be exclusive of or a waiver of any of the powers, rights and privileges granted or conferred by the laws of said state now or hereafter in force.

ARTICLE V: The post office address of the place at which the principal office of the Corporation is located in this State will be 1125 90th Avenue, Vero Beach, Florida 32966.

ARTICLE VI: The initial directors of the Corporation shall be Richard Schuck, Stuart Schuck and Brian Schuck. The Corporation shall have the same number of directors as it has shareholders.

ARTICLE VII: The total number of shares of stock which the corporation shall have the authority to issue is One Thousand Shares (1,000) of no-par common stock, all of one class.

ARTICLE VIII: The Board of Directors of the Corporation is hereby authorized to issue, from time to time, shares of stock of any class, whether now or hereinafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the Corporation and in accordance with the provisions of the Business Corporation Act of Florida.

ARTICLE IX: The initial registered agent of the Corporation shall be CT Corporation System. Their principal office in the State of Florida is located at 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE X: The Corporation reserves the right, from time to time, to make any amendments of its Articles of Incorporation which may now or hereinafter be authorized by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 22 day of, July, 1999.

WITNESS:

Richard D. Phoebe

Richard J. Schuck (SEAL)
Richard J. Schuck

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, CT Corporation System ("CT") hereby accepts the appointment as registered agent and agrees to act in this capacity. CT further agrees to comply with the provisions of all statutes relating to the proper and complete performance of

its duties, and is familiar with and accepts the obligations of its obligations of my position as registered agent.

CT Corporation System

Date 7/22/99

By: Charlie Shampang

As: Assistant Secretary

STATE OF Maryland, COUNTY OF HARFORD, TO WIT:

I HEREBY CERTIFY, that on this 22nd day of July, 1999,
before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid,
personally appeared Richard Schuck, and acknowledged the foregoing Articles of Incorporation
to be his act.

AS WITNESS my hand and Notarial Seal.

Ruth A. Phoebus
Notary Public

My Commission Expires: My Commission Expires April 1, 2000
RUTH A. PHOEBUS
NOTARY PUBLIC STATE OF MARYLAND

FILED
99 AUG -6 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA