

(SAMPLE LETTER OF TRANSMITTAL)

P99000084500

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

600002980206--7
-09/08/99-01009-014
****122.50 *****78.75

Re: DOWN SOUTH, 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,

DADE SOUTH INSURANCE & ACCOUNTING INC.
325 NORTH KROME AVENUE
P.O. BOX 900574
HOMESTEAD, FLORIDA 33090-0574

[Signature]
(individual's name)

DOWN SOUTH, INC
(name of corporation)

99 SEP 23 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

| | | |
|--------------------------------|--------|------|
| MAILING ADDRESS OF CORPORATION | | |
| | | |
| | | |
| | | |
| PHONE | | |
| () | Number | Ext. |
| Area Code | | |

TS 9/23/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 14, 1999

DADE SOUTH INSURANCE & ACCOUNTING INC.
325 N. KROME AVE.
P.O. BOX 900574
HOMESTEAD, FL 33090-0574

SUBJECT: DOWN SOUTH, INC
Ref. Number: W99000021111

We have received your document for DOWN SOUTH, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 099A00045216

ARTICLES OF INCORPORATION

of NURSERY & LANDSCAPING, INC
DOWN SOUTH, 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:

DOWN SOUTH, INC NURSERY & LANDSCAPING, INC

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 500 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 principal office, if known, or the mailing address of the corporation is:

| | | | |
|---------|---------------------------|---------|------------------|
| NAME | <u>FRED ANDERSON</u> | | |
| ADDRESS | <u>26030 S.W. 177 AVE</u> | | |
| CITY | <u>HOMESTEAD</u> | FLORIDA | ZIP <u>33031</u> |

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

| | | | |
|---------|--------------------------|-------------------|------------------|
| NAME | <u>FRED ANDERSON</u> | | |
| ADDRESS | <u>22600 S.W. 172 CT</u> | | |
| CITY | <u>MIAMI</u> | FLORIDA <u>FL</u> | ZIP <u>33170</u> |

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 | <u>FRED ANDERSON</u> | | |
| ADDRESS | <u>22600 S.W. 172 CT</u> | | |
| CITY | <u>MIAMI</u> | STATE <u>FL</u> | ZIP <u>33170</u> |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|---------|-------------------|-------|--------------|
| NAME | FRED ANDERSON | | |
| ADDRESS | 22600 S.W. 172 CT | | |
| CITY | MIAMI | STATE | FL ZIP 33170 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3 day of SEPTEMBER, 1999.

[Signature] (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Dade) SS

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

Fred Anderson

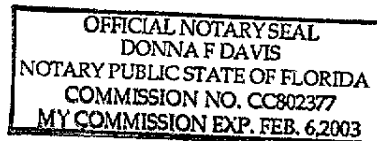
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3 day of Sept, 1999.

(Notary Seal)

[Signature: Donna F Davis]
 (Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

DOWN SOUTH, Inc ^{NURSERY &} LANDSCAPING, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, 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 _____

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

ACKNOWLEDGEMENT

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

[Signature]
(registered agent)

FILED
99 SEP 23 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA