S69276

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(Business Entity Name)

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Walter L. Schafer, Jr., P.A.

ATTORNEY AND COUNSELOR AT LAW

2431 ESTANCIA BOULEVARD
BUILDING C
CLEARWATER, FLORIDA 34621-2608

WALTER L. SCHAFER, JR.
MASTER OF LAWS IN TAXATION
BOARD CERTIFIED TAX ATTORNEY

TELEPHONE (813) 725-9608
TELECOPIER (813) 725-9607

FILED
1991 JUL 25 AM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 23, 1991

569276

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

Re: Articles of Incorporation for Landmark Nursery, Inc.

Gentlemen:

Enclosed are two (2) originals of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of One Hundred Twenty-Two and 50/100 Dollars ($122.50) representing the following:

Filing Fee	$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Total	$122.50

Please return one of the originals confirming the date same was received and filed with your office. Also, please note that we are requesting an effective date of 1 August 1991. If you have any questions, please call.

EFFECTIVE DATE
1 AUG 91

Very truly yours,

WALTER L. SCHAFER, JR., P.A.

Walter L. Schafer, Jr.

WLS/mes
Enclosures
cc: Mr. R. Andrew Castanheiro

JUL 29 1991

KANUT J. KHOSLA

02/R

FILED
1991 JUL 25 AM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LANDMARK NURSERY, INC.

ARTICLE I

NAME

The name of this corporation is LANDMARK NURSERY, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on 1 August 1991.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar ($1.00) par value common stock.

EFFECTIVE DATE
8/1/91

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal place of business of this corporation is 843 East Lake Road South, Tarpon Springs, Florida 34689.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 843 East Lake Road South, Tarpon Springs, Florida 34689. The name of the initial Registered Agent of this corporation at that address is R. ANDREW CASTANHEIRO.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
R. ANDREW CASTANHEIRO	112 Dunbridge Drive Palm Harbor, FL 34684

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
R. ANDREW CASTANHEIRO	112 Dunbridge Drive Palm Harbor, FL 34684

ARTICLE IX

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one (1) candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE X

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any Article or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 22nd day of July, 1991.

R. ANDREW CASTANHEIRO
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of July, 1991, by R. ANDREW CASTANHEIRO.

NOTARY PUBLIC-STATE OF FLORIDA
My commission expires:

Notary Public, State of Florida
My Commission Expires Oct. 5, 1994
Bonded Thru Troy Fain - Insurance Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NAME OF CORPORATION: LANDMARK NURSERY, INC.

REGISTERED OFFICE ADDRESS: 853 EAST LAKE ROAD SOUTH
TARPON SPRINGS, FL 34689

REGISTERED AGENT: R. ANDREW CASTANHEIRO

The above corporation at its listed Registered Office address hereby names the individual listed above as its agent to accept service of process within the State of Florida.

DATED the 22nd day of July, 1991.

R. ANDREW CASTANHEIRO
Incorporator

FILED
1991 JUL 25 AM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8/1/91

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

R. ANDREW CASTANHEIRO
Registered Agent

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

ANNUAL REPORT 1992

Secretary of State
DIVISION OF CORPORATIONS

FILING FEE $61.25 Make Payable To: Secretary of State

DOCUMENT #S69276 (1)

LANDMARK NURSERY, INC.
~~843~~ E. LAKE RD. SOUTH
TARPON SPRINGS FL 34689-9393

21 Mailing Address: 853 EAST LAKE RD. S.

22 P.O. Box No.

23 City and State

24 Zip

3. 08/01/1991

4. FEI Number: 59 3104567

5. $8.75 Additional Fee required for a Certificate of Status

CERTIFICATE OF STATUS DESIRED

1 Title	2 Names of Officers and Directors	3 Street Address	4 City and State
D	CASTANHEIRO, R. ANDREW	112 DUNBRIDGE DR.	PALM HARBOR, FL.

REGISTERED AGENT INFORMATION

7.

CASTANHEIRO, R. ANDREW
843 E. LAKE RD. SOUTH
TARPON SPRINGS, FL. 34689

8.

81

82

83

84 FL.

85

9.

10. ✓

11.

SIGNATURE (signature) 3/5/92

R. ANDREW CASTANHEIRO DIRECTOR 813-229-7300

12

File Now. Filing Fee after May 1 is $225.00

CORPORATION ANNUAL REPORT

1993

DOCUMENT # S69276 (1)

LANDMARK NURSERY, INC.
853 E LAKE RD S
TARPON SPRINGS FL 34689-7353

08/01/1991

03/27/1992

593104587

ANNUAL REPORT $61.25 / $138.75 CORPORATION SUPPLEMENTAL FEE
MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

$8.75 Additional Fee Required

$5.00

$138.75

9. Name and Address of Current Registered Agent

CASTANHEIRO, R. ANDREW
843 E. LAKE RD. SOUTH
TARPON SPRINGS FL 34689

10. Name and Address of New Registered Agent

FL

D
CASTANHEIRO, R. ANDREW
112 DUNBRIDGE DR.
PALM HARBOR FL

SIGNATURE

4/19/93

R. ANDREW CASTANHEIRO DIRECTOR

813 229-7364

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

APPROVED AND FILED

94 APR -1 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1994

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

LANDMARK NURSERY, INC.

DOCUMENT # S69276 (1)

Principal Place of Business

853 EAST LAKE RD S
TARPON SPRINGS FL 34689

853 EAST LAKE RD S
TARPON SPRINGS FL 34689

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/01/1991
3a. Date of Last Report: 04/27/1993
4. FEI Number: 59-3104567
5. Certificate of Status Desired: $8.75 Additional Fee Required
$5.00 May Be Added to Fees

2a. Principal Place of Business
Suite, Apt. #, etc.
City & State
County
Zip
Country

7. Nonprofit Exempt from $1382.5 Supplemental Fee
8. This corporation is not liable for intangible tax under ... Florida Statutes. Yes / No

9. Name and Address of Current Registered Agent

CASTANHEIRO, R. ANDREW
843 E. LAKE RD. SOUTH
TARPON SPRINGS FL 34689

10. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
City
FL
Zip Code

DATE

12. OFFICERS AND DIRECTORS

D
CASTANHEIRO, R. ANDREW
112 DUNBRIDGE DR.
PALM HARBOR FL

13. CHANGES TO OFFICERS AND DIRECTORS

SIGNATURE: R. Andrew Castanheiro - R ANDREW CASTANHEIRO 3/28/94 229-7304