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ACCOUNT NO. : 072100000032

REFERENCE : 588783 9585A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : February 15, 2000

ORDER TIME : 11:31 AM

600003135826--4

ORDER NO. : 588783-005

CUSTOMER NO: 9585A

CUSTOMER: Kathy L. Henderson, Legal Asst
POTTER CLEMENT AND LOWRY
POTTER CLEMENT AND LOWRY
308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: BACK PORCH NURSERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

Angie Glisar

RECEIVED
00 FEB 15 PM 12: 10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 2: 36

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

00 FEB 15 PM 2: 36

BACK PORCH NURSERY, INC.

ARTICLE I - NAME

The name of this Corporation is Back Porch Nursery, Inc. and the address is P.O. Box 220, Mascotte, Florida 34753.

ARTICLE II - TERM OF EXISTENCE

The existence of this Corporation shall exist perpetually.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage or transact in any or all activities or businesses permitted in the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, having a ONE DOLLAR (\$1.00) par value.

ARTICLE V - DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have the preemptive right to purchase any new stock of this Corporation.

ARTICLE VI - DENIAL OF ACCUMULATIVE VOTING

No shareholder shall have the right to accumulate his or her votes at any election for the Board of Directors nor any other matter of this Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of this Corporation is 2500 Chisolm Oaks Trail, Mascotte, Florida. The street address of the Registered Agent and Resident Agent of this

Corporation is at 308 East Fifth Avenue, Mount Dora, Florida 32757, and the name of the Registered Agent and Resident Agent at that address is G. Edward Clement.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The initial Board of Directors shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

Michael K. Horne
P. O. Box 220
Mascotte, Florida 34753

Eva L. Horne
P. O. Box 220
Mascotte, Florida 34753

ARTICLE IX - INCORPORATOR

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

Michael K. Horne
P. O. Box 220
Mascotte, Florida 34753

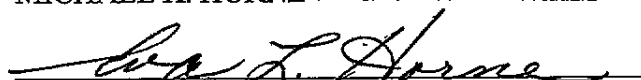
Eva L. Horne
P. O. Box 220
Mascotte, Florida 34753

ARTICLE X - LIMITATIONS ON AMENDMENT

These Articles of Incorporation may be amended only by the vote or written consent of the holder of seventy-five percent (75%) of the outstanding shares entitled to vote.

IN WITNESS WHEREOF, the undersigned set their hands and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14th day of February, 2000.


MICHAEL K. HORNE


EVA L. HORNE

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 14th day of February, 2000, by
MICHAEL K. HORNE and EVA L. HORNE,

- () who are personally known to me & did not take an oath.
() who have produced FL driver licenses as identification and did take an oath
stating they were indeed the persons as set forth herein.



Kathy L. Henderson
NOTARY PUBLIC:
STATE OF FLORIDA
My commission expires:

ACCEPTANCE OF REGISTERED AND RESIDENT AGENT

I, G. Edward Clement, hereby accept the position of Registered and Resident Agent for Back
Porch Nursery, Inc.

G. Edward Clement
G. Edward Clement

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 2:36