

1425

ARTICLES OF INCORPORATION

OF

Michael's Greenhouse & Landscaping, Inc.

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporations Act hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is **Michael's Greenhouse & Landscaping, Inc.**
2. The term of existence of the Corporation shall be perpetual.
3. The purpose for which the Corporation is organized shall be the development and promotion of plant husbandry and horticulture for profit, as well as the transaction of any or all lawful businesses for which a Corporation may be incorporated under the Alabama Business Corporation Act.
4. The Corporation shall have authority to issue an aggregate number of shares totalling **one thousand (1000)**. Said shares shall consist of one class only, to-wit, common shares, for which the par value of each is **one (\$1.00) dollar**.
5. The Board of Directors of the Corporation shall maintain authority to amend these Articles to expand or alter the class of shares, to establish series, and fix and determine the variations in the relative rights and preferences between the series. The Corporation shall file with Internal Revenue Service as an "S Corporation".
6. Shares of the Corporation may be freely transferred, except that a Shareholder desiring to transfer any such shares of the corporate stock shall first offer to the Corporation, or to any other Shareholder of the Corporation, or to any combination of the foregoing, a prior opportunity, to be exercised

Mitchell Spear

within a reasonable time, to acquire the "restrictive transfer" shares, at the reasonable market value thereof. Each Shareholder of the Corporation shall further have the preemptive right to purchase treasury shares of the Corporation.

7. The location and mailing address of the initial registered office, and the initial registered agent shall be:

Michael Stough

Rt. 5, Box 670

Montevallo, Alabama 35115

8. The number of Directors constituting the initial Board of Directors shall be two (2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected or qualify are:

Michael Stough

Rt. 5, Box 670

Montevallo, AL 35115

Lauril Stough

Rt. 5, Box 670

Montevallo, AL 35115

9. The names and addresses of the Incorporators are:

Michael Stough

Rt. 5, Box 670

Montevallo, AL 35115

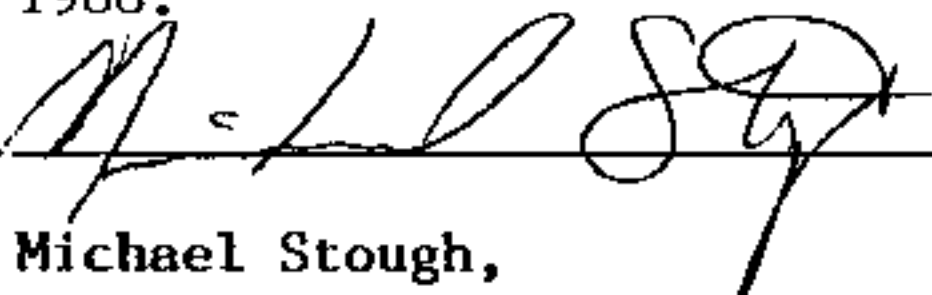
Lauril Stough

Rt. 5, Box 670

Montevallo, AL 35115

I, the undersigned have subscribed my name this 20th day of SEPTEMBER,

1988.


Michael Stough,

Incorporator


Lauril Stough,

Incorporator

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STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name Michael's Greenhouse & Landscaping, Inc. is reserved

as available based only upon an examination of the corporation records on file in

this office for the exclusive use of Michael's Greenhouse & Landscaping, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in the

application for reservation of corporate name, the Secretary of State's office does

not assume any responsibility for the availability of the corporate name requested

nor for any duplication which might occur.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 13, 1988 - expires 1-12-89

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Michael's Greenhouse & Landscaping, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Michael's Greenhouse & Landscaping, Inc., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Michael's Greenhouse & Landscaping, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 20th day of September, 19 88.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

88 SEP 20 PM 3:11

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 1.00
36.00