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Selman & Claire

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FILED
96 JUL -1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

June 28, 1996

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900001862299
-07/02/96--01132--018
****122.50 ****122.50

RE: STIM-U-PLANT, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	35.00
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,



Robert I. Claire, Esq.

RIC/jc
Enclosures/chk.

**ARTICLES OF INCORPORATION
OF**

STIM-U-PLANT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**STIM-U-PLANT, INC.
Route 1, Box 235
Alachua, FL 32615**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To engage in the wholesale distribution and/or retail sale of gardening supplies and soils.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to

accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 5355 Town Center Road, Suite 702, Boca Raton, Fl 33486 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

William P. Amerson

Route 1, Box 235
Alachua, FL 32615

ARTICLE VII
OFFICER

The names and addresses of each initial officer is as follows:

William P. Amerson, President Route 1, Box 235
Secretary and Treasurer Alachua, FL 32615

ARTICLE VIII
INCORPORATOR

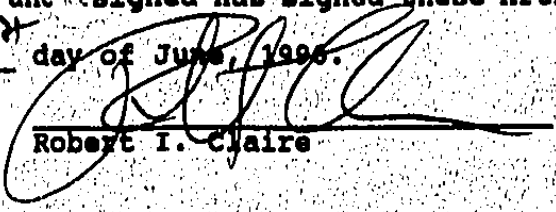
The name and address of each Incorporator is as follows:

Robert I. Claire 5355 Town Center Road
Suite 702
Boca Raton, Florida 33486

ARTICLE IX
AMENDMENT

The 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 has signed these Articles of Incorporation on the 28th day of June, 1996.


Robert I. Claire

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, personally appeared Robert I. Claire to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of June, 1996.


NOTARY PUBLIC
State of Florida

My Commission expires:

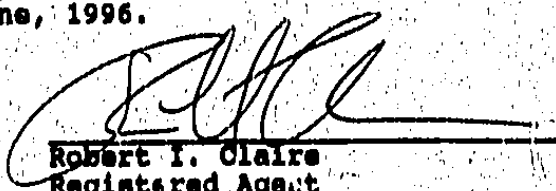


KAREN C. RICHARD
MY COMMISSION # 00388861 EXPIRES
April 18, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of STIM-U-PLANT, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 28th day of June, 1996.


Robert I. Claire
Registered Agent

FILED
96 JUL - 1 PM 3:08
TALLAHASSEE, FLORIDA