

F03000002065

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

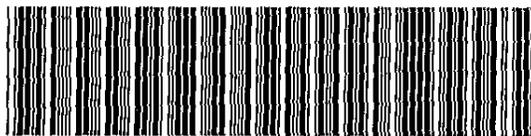
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

B/K



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 065667 7107477
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 70.00

FILED
03 APR 24 PM 2:47
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ORDER DATE : April 23, 2003
ORDER TIME : 11:48 AM
ORDER NO. : 065667-005
CUSTOMER NO: 7107477
CUSTOMER: Peggy Roberts, Legal Asst
Wilmer Cutler & Pickering
Floor 13th
100 Light Street
Baltimore, MD 21202

FOREIGN FILINGS

NAME: KTI ACQUISITION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. KTI ACQUISITION, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 21, 2003 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON OUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 LIGHT STREET, 29TH FLOOR, BALTIMORE, MARYLAND
(Principal office address)
100 LIGHT STREET, 29TH FLOOR, BALTIMORE, MARYLAND
(Current mailing address)

8. TRANSPORT BARK MULCH, PLANTS, CUTTINGS & OTHER NURSERY PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

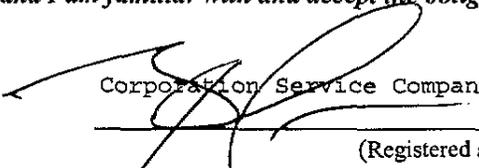
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Corporation Service Company
Brian Courtney
Asst. V. Pres.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: BRIAN T. MAHONEY

Address: 100 LIGHT STREET, 29TH FLOOR
BALTIMORE, MARYLAND 21202

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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B. OFFICERS

President: BRIAN T. MAHONEY

Address: 100 LIGHT STREET, 29TH FLOOR
BALTIMORE, MARYLAND 21202

Vice President: JOSHUA M.D. HALL

Address: 100 LIGHT STREET, 29TH FLOOR
BALTIMORE, MARYLAND 21202

Secretary: JOSHUA M.D. HALL

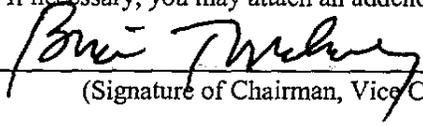
Address: 100 LIGHT STREET, 29TH FLOOR, BALTIMORE, MARYLAND 21202

Treasurer: BRIAN T. MAHONEY

Address: 100 LIGHT STREET, 29TH FLOOR, BALTIMORE, MARYLAND 21202

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BRIAN T. MAHONEY, PRESIDENT

(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

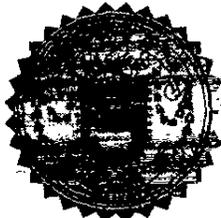
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KTI ACQUISITION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KTI ACQUISITION, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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SECRETARY OF STATE
TALLMANSVILLE, DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3649066 8300

AUTHENTICATION: 2379501

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DATE: 04-23-03