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CT CORPORATION SYSTEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Smith & Hawken, Ltd. Corporation

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CT CORP.

513 621 0116 P.03/06

**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.**

1. SMITH & HAWKEN, LTD. CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 06-1359389

(FEI number, if applicable)

4. 02/04/1993

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. May 17, 2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11701 LAKE VICTORIA GARDENS AVE., PALM BEACH GARDENS, FL 33410

(Principal office address)

4 HAMILTON LANDING SUITE 100, NOVATO, CA 94949

(Current mailing address)

8. RETAIL STORE - GARDEN & GARDEN INSPIRED 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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

CT Corporation System

By: Carl Rosen

(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:

FILED

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A. DIRECTORSChairman: JAMES HAGEDORNSECRETARY OF STATE
TALLAHASSEE FLORIDAAddress: 4 HAMILTON LANDING, SUITE 100NOVATO, CA 94949Vice Chairman: ROBERT F. BERNSTOCKAddress: 4 HAMILTON LANDING, SUITE 100NOVATO, CA 94949Director: BARRY W. SANDERSAddress: 4 HAMILTON LANDING, SUITE 100NOVATO, CA 94949Director: DAVID M. ARONOWITZAddress: 4 HAMILTON LANDING, SUITE 100NOVATO, CA 94949**B. OFFICERS**President: ROBERT F. BERNSTOCKAddress: 4 HAMILTON LANDING, SUITE 100NOVATO, CA 94949Vice President: CHRISTOPHER L. NAGELAddress: 4 HAMILTON LANDING, SUITE 100NOVATO, CA 94949Secretary: PAUL CRAWLEYAddress: 4 HAMILTON LANDING, SUITE 100 NOVATO, CA 94949Treasurer: VACANT

Address: _____

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. PAUL CRAWLEY, Secretary/CFO

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

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Delaware

The First State

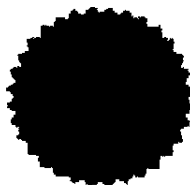
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMITH & HAWKEN, LTD." 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 MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2324901 8300

060279481

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4615057

DATE: 03-23-06