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Jan 20 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F95000001989 (1)

1. Corporation Name

SCOTTS' MIRACLE-GRO PRODUCTS, INC.

Principal Place of Business

14111 SCOTTS LAWN RD  
MARYSVILLE OH 43041

Mailing Address

14111 SCOTTS LAWN RD  
MARYSVILLE OH 43041

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/24/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM  
1200 S. PINE ISLAND RD  
PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE CCEO ☐ DELETE  
NAME HAGEDORN, HORACE  
STREET ADDRESS 800 PORT WASHINGTON BLVD  
CITY - ST - ZIP PORT WASHINGTON NY 11050

1.1 TITLE ☐ Change ☐ Addition  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY - ST - ZIP

TITLE T ☒ DELETE  
NAME BERGUM, RICHARD  
STREET ADDRESS 19285 NORTHWEST PARKWAY  
CITY - ST - ZIP MARYSVILLE OH

2.1 TITLE TREASURER ☒ Change ☐ Addition  
2.2 NAME REBECCA J. BRUENING  
2.3 STREET ADDRESS 825 S. 5TH ST  
2.4 CITY - ST - ZIP Columbus, Oh 43206

TITLE PCOO ☐ DELETE  
NAME KENLON, JOHN  
STREET ADDRESS 800 PORT WASHINGTON BLVD  
CITY - ST - ZIP PORT WASHINGTON NY 11050

3.1 TITLE ☐ Change ☐ Addition  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY - ST - ZIP

TITLE V ☐ DELETE  
NAME HAGEDORN, JAMES  
STREET ADDRESS 800 PORT WASHINGTON BLVD  
CITY - ST - ZIP PORT WASHINGTON NY 11050

4.1 TITLE ☐ Change ☐ Addition  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY - ST - ZIP

TITLE EVP ☐ DELETE  
NAME BERGER, CHARLES M  
STREET ADDRESS 147 E DESCHLER  
CITY - ST - ZIP COLUMBUS OH

5.1 TITLE ☐ Change ☐ Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY - ST - ZIP

TITLE S ☒ DELETE  
NAME SCHMENR, CHRISTIANE W  
STREET ADDRESS 615 TIMBERVIEW DR  
CITY - ST - ZIP MARYSVILLE OH

6.1 TITLE SECRETARY ☒ Change ☐ Addition  
6.2 NAME G. ROBERT LUCAS  
6.3 STREET ADDRESS 13 EDGE OF WOODS  
6.4 CITY - ST - ZIP NEW ALBANY, Oh 43054

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Edward B. Mortham REQUESTED CLARETT

1-5-98

937-644-0611

CR2E034 (10/97)