2007 FOR PROFIT CORPORATION

FILED May 02, 2007 8:00 am Secretary of State

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Fee Required Street Address of New Registered Agent T. Name and Address of New Registered Agent	City & State	9	City & State							plied For t Applicable	
Name Street Address (P.O. Box Number is Not Acceptable)	Žip	Country	Zip Count		у		5. Certificate	of Status Desired			
Street Address (P.O. Box Number is Not Acceptable) Street Address (P.O. Box Number is Not Acceptable) City		6. Name and Address of Current	Registered Agent				7. Name and	Address of New	Registered	Agent	
Signature, System of the purpose of changing its registered agent, or both, in the State of Florida. I am lamiliar with, and accident the obligations of registered agent and sof spokeable. Signature, System of printed name of registered agent and sof spokeable. (NOTE Registered Agent spokeable required agent and sof spokeable. (NOTE Registered Agent spokeable required agent remaining) DATE		-	•		Name						
E. The above named entity submits this statement for the purpose of changing its registered agent, or both, in the State of Florida. I am familiar with, and acc the obligations of registered agent. SIGNATURE Superve, topical or printed nume of registered agent and their applicable (NOTE Registered Agent Suprature required agent in the State of Florida. I am familiar with, and acc the obligations of registered agent. SIGNATURE Superve, topical or printed nume of registered agent and their applicable (NOTE Registered Agent Suprature required when remaining) OATE	1200 SOU	TH PINE ISLAND ROAD			Street Ac	Street Address (P.O. Box Number is Not Acceptable)					
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## After May 1, 2007 Fee will be \$550.00 Trust Fund Contribution. Added to Fees	SIGNATURE_	Signature, typed or printed name of registered agent a	and title if applicable. (NOTE:	Registered.	Agent signatu	re required	when reinstating)		DATE		
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12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:	1-	11

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-17-07 (425)448-3632

ATTACHMENT HUD99819

VII. PENNINGTON SEED, INC., A DELAWARE CORPORATION

(FEIN: 58-2394553)

(STATE ORGANIZATIONAL NUMBER: 2858541)

1. Directors

William E. Brown Stuart W. Booth Glenn W. Novotny Bradley P. Johnson W. Dan Pennington

2. Executive Committee of the Board

Bradley P. Johnson W. Dan Pennington Grady Gill Ronnie Stapp (Per Board Action March 1, 2004)

3. Officers

Glenn W. Novotny

Bradley P. Johnson

Chairman of the Board
Chief Executive Officer and President

W. Dan Pennington Chief Operating Officer and Executive Vice

Robert Pennington President Executive Vice President

Stuart W. Booth Executive Vice President, Chief Financial Officer,

Treasurer and Secretary

Timothy J. Kane Assistant Secretary and Tax Director

Grady Gill Vice President - Finance and Assistant Secretary

4. Shareholders

Sole Shareholder: Central Garden & Pet Company

5. <u>Annual Meetings</u>

Shareholders:

Directors:

[As of July 1, 2006 Minute Book maintained by Wendel Rosen Black & Dean, LLP]