

**WOLFE YOUNG  
O'BAKER & COMPANY**  
*Accountants & Tax Consultants*

5100 Highway 17-92, Suite 200, Casselberry, Florida 32707 - 3862  
Phone: (407) 339-9000 Fax: (407) 339-4205 Internet: wyoc.com

**P00000011261**

January 22, 200

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/27/00--01113--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Potting Soil Specialist, Inc.

To Whom It May Concern:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

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

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



(computer signed to avoid delay)

Robert W. Wolfe

RWW/aln

Enclosures

cc: John A. Webb

FILED  
00 JAN 27 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH FEB - 2 2000

*Articles of Incorporation  
of  
Potting Soil Specialist, Inc.*

FILED  
00 JAN 27 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I – Name**

The name of the corporation is: Potting Soil Specialist, Inc.

**Article II – Duration**

This corporation shall exist perpetually.

**Article III – Purpose**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Article IV – Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

**Article V – Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **Article VI – Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 213 Doverwood Road, Fern Park, Florida 32730, and the name of the initial registered agent of this corporation at that address is: John A. Webb.

#### **Article VII – Initial Board of Directors**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: John A. Webb, 213 Doverwood Road, Fern Park, Florida 32730.

#### **Article VIII – Incorporator**

The name and address of the person signing these Articles of Incorporation is: John A. Webb, 213 Doverwood Road, Fern Park, Florida 32730.


#### **Article IX – Initial Officers**

The names and addresses of initial officers shall be John A. Webb, 213 Doverwood Road, Fern Park, Florida 32730, President, Secretary and Treasurer.

#### **Article X – By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 25 day of Jan, A.D., 2000.

  
John A. Webb

State of Florida  
Department of State

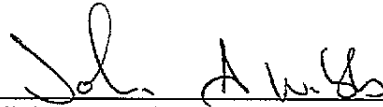
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

Potting Soil Specialist, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 213 Doverwood Road, Fern Park, Florida 32730, has named John A. Webb of 213 Doverwood Road, Fern Park, Florida 32730, as its Agent to accept service of process within this State.

Potting Soil Specialist, Inc.

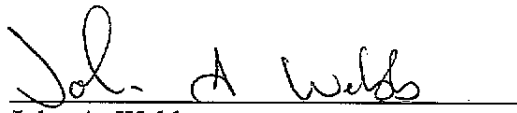
BY:



John A. Webb

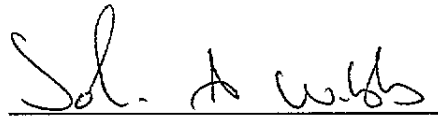
ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
John A. Webb

STATE of FLORIDA  
COUNTY OF SEMINOLE :

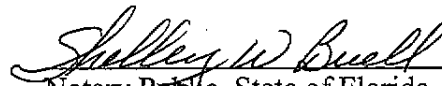
BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, John A. Webb, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation," he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

  
John A. Webb

SWORN and SUBSCRIBED to before me this 25th day of January A.D., 2000.



SHELLEY W BUELL  
My Commission CC556557  
Expires May. 22, 2000

  
Notary Public, State of Florida  
AT LARGE

My Commission Expires:    (N.P. Seal)

FILED  
00 JAN 27 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA