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July 19, 2000

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*****78.75 *****78.75

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Pot Depot, Inc.

Gentlemen/Ladies:

Please find enclosed the original and an executed copy of the articles of this proposed corporation. Kindly endorse your approval on the duplicate copy, certify and return to me.

A check for \$78.75 payable to the Secretary of State is enclosed.

Sincerely,



DENIS A. BRASLOW

DAB:sb
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUL 24 AM 11:58
FILED

JK
7/27

ARTICLES OF INCORPORATION
OF
POT DEPOT, INC.

FILED
00 JUL 24 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the corporation is POT DEPOT, INC.

ARTICLE II.
DURATION

This corporation shall have perpetual existence, commencing on the filing of these articles with the Department of State.

ARTICLE III.
CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE IV.
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 V.
PURPOSE

This corporation is organized for the business purpose of retail sales of garden accessories and for the purpose of transacting any and all lawful business.

ARTICLE VI.
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 17 Palafox Place, Suite 318, Pensacola, Florida 32501, and the initial registered agent of this corporation is Louis I. Kahn and his address is 17 Palafox Place, Suite 318, Pensacola, Florida 32501.

ARTICLE VII.

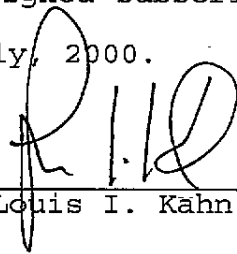
The principal office and the mailing address of this corporation is 17 Palafox Place, Suite 318, Pensacola, Florida 32501.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

The name of the initial director of this corporation and his address are as follows: Louis I. Kahn, 17 Palafox Place, Suite 318, Pensacola, Florida 32501.

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any rights conferred upon shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles this 19th day of July, 2000.



Louis I. Kahn

FILED
00 JUL 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me this 19th day of July, 2000, by Louis I. Kahn, the above named subscriber, who is personally known to me or who has produced _____ as identification.



Pamela A. Blake
MY COMMISSION # CC759997 EXPIRES
September 14, 2002
BONDED THRU TROY FARM INSURANCE, INC

Pamela A. Blake
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

L.I.K.
Louis I. Kahn