CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173

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CONTACT:	CINDY HÏCKS	02 PR
DATE:	4-5-02	
REF. #:	0871. 5930	
CORP. NAME:	Pown To Earth Nurscries	Inc. SE
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PLEASE RETUR CERTIFIED COPY () CERTIFICATE OF	() CERTIFICATE OF GOOD STANDING	() PLAIN STAMPED COPY

Examiner's Initials

af 4/5/02

ARTICLES OF INCORPORATION

OF

2002 APR -5 PM 3: 30

SECRETARY OF STATE TALLAHASSEE FLORIDA

DOWN TO EARTH NURSERIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is DOWN TO EARTH NURSERIES, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 103 N. Meridian Street, Tallahassee, FL 32301, and the mailing address of the corporation shall be the 103 N. Meridian Street, Tallahassee, FL 32301.

ARTICLE III - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting all lawful business.

ARTICLE V - STOCK

This Corporation is authorized to issue 100 shares of common stock having a par value of \$1 per share.

ARTICLE VI - INITIAL OFFICER(S)/DIRECTOR(S)

The Corporation shall have one officer(s)/director(s) initially. The number of officers/directors may be either increased or diminished from time to time. The name(s) and address(es) of the initial officer(s)/director(s) of this Corporation are:

J. Kerry Roberts
President, Secretary, Treasurer, Director
103 N. Meridian Street
Tallahassee, FL 32301

ARTICLE VII - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is CORPDIRECT AGENTS, INC., 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

CORPDIRECT AGENTS 103 N. Meridian Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation this 5th day of April, 2002.

CORPDIRECT AGENTS

Its Agent, Revin R. Roberts

ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:

DOWN TO EARTH NÜRSERIES, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of Section 48.091, Florida Statutes, and I am familiar with and accept the obligations of my position as registered agent.

CORPDIRECT AGENTS

It's Agent. Kevin R. Roberts

2002 APR -5 PM 3: 30
SECHETARY OF STATE