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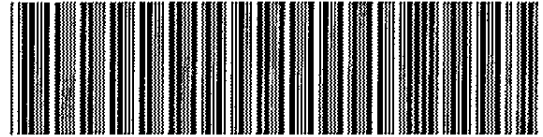
(Business Entity Name)

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EFFECTIVE DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 12/2

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

November 20, 2002

*G. Thomas Smith
Board Certified
Real Estate Attorney*

BY FEDERAL EXPRESS

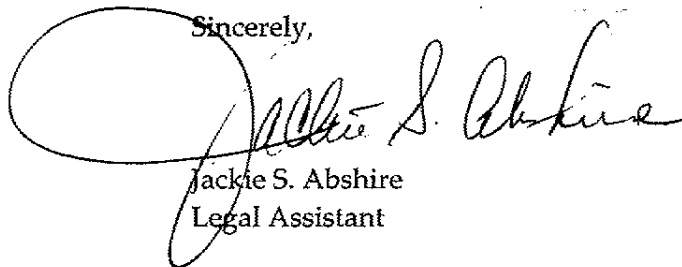
Secretary of State
Corporate Records Division
409 East Gaines Street
Tallahassee, Florida 32399

RE: Emerald Greens, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above-referenced entity. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to me as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,

A large, stylized handwritten signature in black ink, which appears to read "Jackie S. Abshire". The signature is written over the typed name and title.

Jackie S. Abshire
Legal Assistant

JSA:

Enclosures

c: Ms. Karey L. Heard

ARTICLES OF INCORPORATION

OF

EMERALD GREENS, INC.

EFFECTIVE DATE

11-20-02

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is Emerald Greens, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the 20th day of November, 2002.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

- (1) To acquire and sell agricultural products, including but not limited to growth enhancement products and fertilizers.
- (2) To provide consulting services to golf courses, to turf growers, and in general, to the landscaping communities.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 201 Poinciana Drive, Gulf Breeze, Florida 32561. The name of the initial registered agent for the corporation at that address is Karey L. Heard. The principal office of the corporation shall be 201 Poinciana Drive, Gulf Breeze, Florida 32561.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is seven

(7). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Karey L. Heard	204 Pinetree Drive Gulf Breeze, Florida 32561
Dr. Dan Skow	2205 105 th Street Fairmont, Minnesota 56031
Duane Myers	4780 Rincon Creek Way Santa Rosa, California 95409
Patricia Myers	4780 Rincon Creek Way Santa Rosa, California 95409
Rachel Detoro	412 Shoreline Drive Gulf Breeze, Florida 32561
Dana Detoro	412 Shoreline Drive Gulf Breeze, Florida 32561
David Schmidt, Jr.	P.O. Box 750971 Petaluma, California 94975

ARTICLES VII-INCORPORATORS

The name and street address of the incorporator signing these Articles of

Incorporation is:

NAME

STREET ADDRESS

Karey L. Heard

204 Pinetree Drive
Gulf Breeze, Florida 32561

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this ~~20th~~^{21st} day of November, 2002, effective the 20th day of November, 2002.


Karey L. Heard
Incorporator & Director

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Karey L. Heard, who () is personally known to me or (X) who produced a valid Florida drivers license as identification and who executed the foregoing Articles of Incorporation, and she acknowledge that she subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this ^{21st}~~20th~~ day of November, 2002.

Notary Public Stamp:



Jackie S. Abshire
Printed Name: Jackie S. Abshire

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of EMERALD GREENS, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Karey L. Heard
KAREY L. HEARD

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TALLAHASSEE, FLORIDA