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VAN WINKLE & MORRIS, LTD.

RICHARD M. VAN WINKLE ROBERT L. MORRIS ATTORNEYS AT LAW 8 ARCADE PLACE SUITE 200 NEWARK, OHIO 43055-5511

TELEPHONE (740) 345-3488 FACSIMILE (740) 349-7526

December 16, 2003

VIA FEDERAL EXPRESS (850) 245-6052

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

RE:

Select Garden Products of

Florida, Inc.

Dear Madam or Sir:

Please find enclosed for filing purposes an original and one copy of the Articles of Incorporation for Select Garden Products of Florida, Inc.

Please find enclosed our check in the amount of \$78.70 for filing fee and Certificate of Status. We have made the check payable to the Florida Department of State.

Also, we have enclosed a self-addressed, stamped, envelope for your convenience.

If there is additional information needed, please contact the undersigned by collect telephone at (740) 345-3488.

Thank you for your consideration.

ery truk yours

Richard M. Van Winkle

RMVW/csh

Enclosure

TRANSMITTAL LETTER

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

SUBJECT:SELE	CT GARDEN PRODUCTS OF FI	LORIDA, INC.		
	(PROPOSED CORPORA	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)	
Enclosed are an orig	ginal and one (1) copy of the arti	cles of incorporation and	a check for:	
\$70.00	3 \$78.75	□ \$78.75	□ \$87.50	
Filing Fee	Filing Fee	Filing Fee	Filing Fee,	
Ū	& Certificate of Status	& Certified Copy	Certified Copy	
			& Certificate of	
			Status	
		ADDITIONAL CO	PY REQUIRED	
FROM:	Richard M. Van Winkle			
	Name	(Printed or typed)		
	8 Arcade Place, Suite 2	200		
	Address			
	<i>P</i>	Address		
	Newark, Ohio 43055			
, ,		Ctata & 7ia		
City, State & Zip				
	(740) 3/5_3/88	-		

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

ARTICLES OF INCORPORATION OF

SELECT GARDEN PRODUCTS OF FLORIDA, INC.

(In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit))

ARTICLE I. NAME

The name of this corporation shall be:

SELECT GARDEN PRODUCTS OF FLORIDA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business/mailing address is:

160 River Plantation Road Crawfordville, Florida 32327

ARTICLE III. PURPOSES

- (a) To carry on and conduct a general business of acquiring, selling and distribution of mulch, and other garden and lawn products wholesale and retail; to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish garden and lawn products, materials and supplies connected herewith; to purchase, lease, or otherwise sell, dispose of, lease, convey, encumber, and mortgage real property.
- (b) To engage in any business, related or unrelated to those described in clause (a) of this Article III, from time to time authorized or approved by the Board of Directors of this corporation or carry on any other trade or business which can, in the opinion of the Board of Directors of the company, be advantageously carried on in connection with or auxiliary to those described in clause (a) of this Article III, and to do all such things as are incidental or conducive to the attainment of the above objects or any of them;
- (c) To enter into any lawful arrangements for sharing profits and/or losses in any transaction or transactions, and to promote and organize other business entities;
- (d) To have and to exercise all rights and powers that are now or may hereafter be granted to a corporation by the laws of the State of Florida.

SECRETARY OF STATE TALLAHASSTE. FLCRID.

- (e) The foregoing shall be construed as objects, purposes, and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or hereafter conferred on this corporation by the laws of the State of Florida.
- (f) The objects, purposes, and powers specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes, and powers specified in each of the clauses or paragraphs of these Articles shall be regarded as independent objects, purposes, or powers.
- (g) The corporation may in its regulations confer powers, not in conflict with law, on its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred on them by statute.

ARTICLE IV. SHARES

The number of shares of stock is: Five Hundred (500) Shares.

The shareholder of this corporation shall have the preemptive right to subscribe to those issues of shares or securities of this corporation as permitted by Florida Corporation Law.

ARTICLE V. INITIAL OFFICERS AND/OR DIRECTORS

The names and address and specific titles:

the second

3800 Millner Road Director/President/Secretary-

Newark, Ohio 43055 Treasurer

ARTICLE VI. REGISTERED AGENT

The name and Florida street address of the registered agent is:

Donald Yarbrough

Eric E. Mason

160 Rivers Plantation Road Crawfordville, FL 32327

ARTICLE VII. INCORPORATOR

160 River Plantation Road Crawfordville, Florida 32327

Date

The names and addresses of the incorporator is:

Donald Yarbrough

Don Yarbrough, Incorporator

***********	**************************************
Having been named as registered agent to accept service of process certificate, I am familiar with and accept the appointment as registere	ss for the above stated corporation at the place designated in this d agent and agree to act in this capacity.
Dona Yarbrough Registered Agent	Date,
1 In ERY	12/11/03

TALLAHASSEE, FLORIDA 03 DEC 17 AM 7: 1.1