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FLORIDA PROFIT CORPORATION OR P.A.

ASM Management, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ASM Management, Inc.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is: ASM Management, Inc.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The initial street address of the principal office and the mailing address of this Corporation is: 3637 St. John's Avenue, Jacksonville, Florida 32205. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The Corporation may engage in the advertising, design and sale of garden products and any other legal purpose.

ARTICLE IV. CAPITAL STOCK.

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VI. PREEMPTIVE RIGHTS.

Every Stockholder, 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Barker & Barker, P.A.
4244 St. Johns Avenue
Jacksonville, Florida 32210

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII. DIRECTORS.

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders. The names of the initial Directors of this Corporation and their street address is:

Anita S. Miller
2935 Yale Avenue
Jacksonville, Florida 32210

Christian D. Miller
600 52nd Street South
Birmingham, Alabama 35212

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:

Anita S. Miller
2935 Yale Avenue
Jacksonville, Florida 32210

ARTICLE X. SECTION 1244 STOCK.

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.


Anita S. Miller
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE.

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.


BARKER & BARKER, P.A.

By: Paul J. Kelly, Esq.
Registered Agent