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## FLORIDA PROFIT/NON PROFIT CORPORATION

### GARDEN SUPPLY, INC.

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Articles of Incorporation

of

**Garden Supply, Inc.**

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**ARTICLE I - NAME**

The name of the Corporation is Garden Supply, Inc., (hereinafter, "Corporation").

**ARTICLE II - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida with the intent to profit.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation in the State of Florida shall be located at:

467 East 9 Street,  
Hialeah, FL. 33010

Located in the County of Miami Dade and the mailing address shall be:

467 East 9 Street,  
Hialeah, FL. 33010

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**ARTICLE IV - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Julio J. Manso whose address shall be the same as the mailing address of the principle office of the Corporation.

*Garden Supply, Inc.*

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**ARTICLE V - OFFICERS**

The officers of the Corporation shall be:

President: Julio J. Manso

Whose addresses shall be the same as the principle office of the Corporation.

**ARTICLE VI - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Julio J. Manso

**ARTICLE VII - CORPORATE CAPITALIZATION**

The maximum number of shares that this Corporation is authorized to have outstanding at any time is 7,500 Shares of common stock, each share having the par value of One Dollar (\$1.00).

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

*Garden Supply, Inc.*

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**ARTICLE VIII - SUB - CHAPTER S CORPORATION**

The corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once this Corporation has elected to be and S-Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

**ARTICLE IX - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

**ARTICLE X - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE XI - VOTING RIGHTS**

Shareholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE XII - LIABILITIES FOR DEBTS**

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XIII - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

*Garden Supply, Inc.*

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**ARTICLE XIV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XV - INITIAL REGISTERED AGENT**

The Registered Agent of the Corporation shall be:

Julio J. Manso  
467 East 9 Street,  
Hialeah, FL. 33010

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of December in the year 2007.

\*   
Julio J. Manso, Incorporator

Garden Supply, Inc.

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Julio J. Manso, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes. Whose address is 467 East 9 Street, Hialeah, FL. 33010.

  
Julio J. Manso, Registered Agent

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