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October 30, 2009

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

Re: Domestication of Slow Release Organic Fertilizer, Inc.

To Whom It May Concern:

Enclosed is (i) an original and one (1) copy of the Certificate of Domestication for Slow Release Organic Fertilizer, Inc.; (ii) an original Articles of Incorporation for Slow Release Organic Fertilizer, Inc.; and (iii) a trust check in the amount of \$128.75, representing the following fees:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	<u>\$ 78.75</u>
Total to Domesticate and File:	\$128.75

If you have any questions regarding the enclosed, please feel free to contact me at the numbers provided above.

Truly Yours,

ROETZEL & ADDRESS, LPA

Lori L. Moore

LM

Enclosures

cc: Mr. John Cleveland

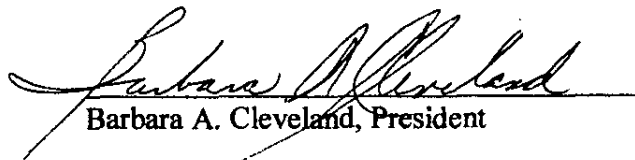
for  
Michael S. Yashko

**CERTIFICATE OF DOMESTICATION**

The undersigned, Barbara A. Cleveland, President of SLOW RELEASE ORGANIC FERTILIZER, INC., a foreign corporation (the "Corporation"), in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was April 22, 1999.
2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came in being was the State of Ohio.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was SLOW RELEASE ORGANIC FERTILIZER, INC.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed with this Certificate pursuant to Sections 607.0120 and 607.0202, Florida Statutes, is SLOW RELEASE ORGANIC FERTILIZER, INC.
5. The jurisdiction that constituted the seat, siege, social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication was the State of Ohio.

I am the President of SLOW RELEASE ORGANIC FERTILIZER, INC. and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so on this 19 day of October, 2009.

  
Barbara A. Cleveland, President

**ARTICLES OF INCORPORATION  
OF  
SLOW RELEASE ORGANIC FERTILIZER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

The name of the corporation is SLOW RELEASE ORGANIC FERTILIZER, INC.

**ARTICLE II**

The principal office and mailing address of this Corporation shall be:

14220 Royal Harbour Court # 612  
Fort Myers, Florida 33908

**ARTICLE III**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV**

This Corporation shall have perpetual existence.

**ARTICLE V**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having no par value.

**ARTICLE VI**

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

## ARTICLE VII

The name and address of the initial Registered Agent is:

R&A Agents, Inc.  
Michael S. Yashko, Esq.  
2320 First Street, Suite 1000  
Fort Myers, Florida 33901

The Board of Directors from time to time may change the Registered Agent and move the Registered Office to any other address in the State of Florida, all in accordance with Florida law.

## ARTICLE VIII

The number of directors to comprise the initial Board of Directors shall be two (2). Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. The names of the initial directors are as follows:

Barbara A. Cleveland  
John E. Cleveland

The initial officers are as follows:

Barbara A. Cleveland:	President
John E. Cleveland:	Secretary, and Treasurer.

## ARTICLE IX

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

Michael S. Yashko  
2320 First Street, Suite 1000  
Fort Myers, Florida 33901

## ARTICLE X

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation on this 19<sup>th</sup> day of October, 2009.

By:

Michael S. Yashko  
Michael S. Yashko  
Incorporator

**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as Registered Agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 19<sup>th</sup> day of October, 2009.

R&A Agents, Inc.

Michael S. Yashko  
Michael S. Yashko  
Assistant Secretary

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