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February 16, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: We Gro-Rite, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Amendment to the Articles of Incorporation of We Gro-Rite, Inc. Also enclosed is our check in the amount of \$35.00 to cover the cost of filing the Amendment. Please return a file-stamped copy of the Amendment to our office in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

Judy A. Cosgrove

Judy A. Cosgrove
Legal Assistant to Neal A. Sivy

98 FEB 20 AM 11:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jac

Enclosures

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WE GRO-RITE, INC.**

We Gro-Rite, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Articles V, VII, and VIII in their entirety, and substituting, in lieu thereof, the following:

ARTICLE V

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 2,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VII

Initial Board of Directors

The numbers of directors constituting the initial Board of Directors shall be four (4), and the name and address of each person who is to serve as a member thereof is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|---------------------------------------|
| Allen J. Williford | 1482 Fairview Road, Andrews, NC 28901 |
| Lynda Kay Williford | 1482 Fairview Road, Andrews, NC 28901 |

ARTICLE VIII

Incorporators

The name and address of each incorporator of this corporation is as follows:

FILED
FEB 20 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| <u>Name</u> | <u>Address</u> |
|---|--|
| Lynda Kay Williford Allen J. Williford | 1482 Fairview Road, Andrews, NC 28901 1482 Fairview Road, Andrews, NC 28901 |

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§ 607.0821, .0704, and .1003, Florida Statutes, all shareholders and directors having executed a written statement, dated February 24, 1998 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and the attestation of its Secretary this [DATE].

WE GRO-RITE, INC., a Florida corporation

ATTEST:

Lynda Kay Williford
Name Printed: Lynda Kay Williford
Its: Secretary

By: Allen J. Williford
Name printed: Allen Williford
Its: President

STATE OF North Carolina
COUNTY OF Cherokee

The foregoing instrument was acknowledged before me this 9th day of February, 1998 by Allen Williford, President of We Gro-Rite, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced NCDL # 26510146 as identification.

Heather Milkaas
Signature of person taking acknowledgment
Heather Milkaas
Name typed/printed/stamped