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A Professional Association

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June 29, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314


Dear Sir or Madam:

Enclosed please find: Articles of Incorporation for PLANT-IT, INC. and Designation of Registered Agent.

A check for \$122.50 representing filing fee, designation of registered agent fee, and certified copy of articles fee is enclosed.

Thank you for your prompt attention to this matter.

Sincerely,



Sarah S. Nystrom  
Legal Assistant to  
David A. Glant

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DAG/ssn  
enclosure

7/10/95  
JA

**ARTICLES OF INCORPORATION**  
**OF**  
**PLANT-IT, INC.**

**ARTICLE I NAME**

The name of the corporation shall be: PLANT-IT, INC.

The principal place of business of this corporation shall be: HIGHWAY 27, FT. WHITE, FLORIDA.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 1000 shares with a \$1.00 (one dollar) par value.

**ARTICLE IV TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE V OFFICERS & DIRECTORS**

The names and addresses of the initial officers who shall hold office the first year of the corporation's existence or until their successors are elected are:

**David Flynn**  
**President & Director**  
**Rt. 1, Box 176A**  
**Highway 27**  
**Ft. White, FL 32038**

**ARTICLE VI INCORPORATORS**

The names and street addresses of the incorporators to this articles of incorporation are:

**David Flynn**  
**Rt. 1, Box 176A**  
**Highway 27**  
**Ft. White, FL 32038**

**ARTICLE VII CLASSES OF STOCK**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust qualified under the Internal Revenue Code to hold stock of a Sub S Small Business Corporation.

**ARTICLE VIII RESTRICTIONS ON STOCK TRANSFER**

1. No stockholder shall have the right to sell, assign, pledge and encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he sees fit, but only to such persons who are authorized by the Internal Revenue Code as stockholders in a Sub S Small Business Corporation.

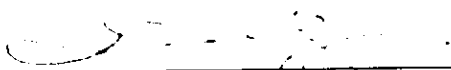
2. On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his / her death on terms set forth above and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

3. Each share certificate issued by the corporation shall have printed or stamped thereon the following.

THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29th day of June, 1995.

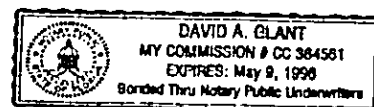
Signatures of Incorporators

  
\_\_\_\_\_  
DAVID FLYNN

State of Florida  
County of Alachua

The foregoing instrument was acknowledged before me on this 29th day of June, 1995, by David Flynn who is personally known to me and who did/did not take an oath.

  
\_\_\_\_\_



**CERTIFICATE DESIGNATING  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is PLANT-IT, INC.
2. The name and address of the registered agent and office is:

**David Flynn  
Rt. 1, Box 176A  
Highway 27  
Ft. White, FL 32038**

SIGNATURE: \_\_\_\_\_

DAVID FLYNN

TITLE: President

DATE: June 29, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

DAVID FLYNN

DATE: June 29, 1995