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JOHN H. MILLIGAN
ENVIRONMENTAL CONSULTANT
(NOT A MEMBER OF THE FLORIDA BARI)

P960000012684

February 9, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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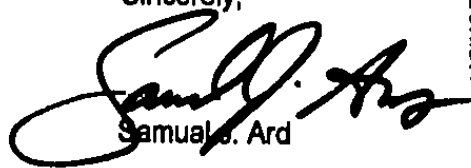
Re: Environmental Restoration Ventures, Incorporated

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a check in the amount of \$131.25 for the filing fee, certified copy and certificate.

Please call should you have any questions regarding the enclosed.

Sincerely,


Samuel J. Ard

SJA:nhg

Enclosures

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RECEIVED
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

Handwritten notes and signatures:
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[Signature]

ARTICLES OF INCORPORATION

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OF

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ENVIRONMENTAL RESTORATION VENTURES, INCORPORATED

**SECRETARY OF STATE
STATE OF MISSISSIPPI, FLORIDA**

The undersigned, acting as the incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. The name of the corporation is Environmental Restoration Ventures, Incorporated.

ARTICLE II. The address of the principal office is 6264 Jays Way, Milton, Florida 32570.

ARTICLE III. Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 10,000 at a par value of \$00.01 per share.

ARTICLE IV. Purposes of Corporate Existence.

1. The corporation is organized to engage in a general manufacture and distribution of plant food nutrient and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

2. The Corporation is organized to apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under, and to introduce, sell, assign, create security interests in, pledge, or otherwise dispose of, and in any manner deal with and contract with reference to: inventions, devices, formulas, processes, and any improvements and modifications thereof; letters, patent, patient rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols, trade names, and similar rights, trademarks, trade symbols, trade names and other indications of origin and ownership granted by or recognized under the laws of the United States or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto; and franchises, licenses, grants, and concessions.

3. The Corporation is organized to exercise and enjoy all other powers, rights, and privileges granted by the Business Corporation Law of this state to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to the statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute now or hereafter in force; provided, however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE V. The initial street address in Florida of the initial registered office of the corporation is 2700 Blairstone Road, Suite C, Tallahassee, Florida 32301, and the name of the initial registered agent at such address is Samuel J. Ard.

ARTICLE IV. The name and address of the initial incorporators are as follows:

Samual J. Ard
1046 Holland Drive
Tallahassee, Florida 32301

Nancy H. Grantham
7773 Briarcreek Road, North
Tallahassee, Florida 32312

ARTICLE VII. The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VIII. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

David Scott
1094 Highway 80 West
Delhi, LA 71232

Dwight Lincoln
6264 Jays Way
Milton, Florida 32570

ARTICLE IX. An affirmative vote of a majority of all the shares of the corporation

shall be required for any shareholder action.

ARTICLE X.

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

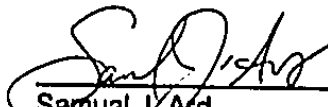
ARTICLE XI.

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XII.

The period of duration of the corporation is perpetual.

IN WITNESS WHEREOF; THE UNDERSIGNED has executed these Articles of Incorporation at 2700 Blairstone Road, Suite C, Tallahassee, Florida, on this 9th day of February, 1996.


Samuel J. Ard


Nancy H. Grantham

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, 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 ENVIRONMENTAL RESTORATION
VENTURES, INCORPORATED
2. The name and address of the registered agent and office is:

Samual J. Ard
Oertel, Hoffman, Fernandez & Cole, P.A.
2700 Blairstone Road, Suite C
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and correct performance of my duties, and I am familiar with and accept the obligations of the position as registered agent.


(Signature)

2/9/96
(Date)