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ROBERT I. CLAIR, D.C.
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** FIRST CLASS MAIL PERMIT NO. 1000 BOCA RATON, FLORIDA

96000068347

August 5, 1996

FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
Torland, Inc.

Dear Sir/madam:

Enclosed is an original and one (1) copy of
Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as
follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is
appreciated.

Should you have any questions, please do not hesitate to call our
office.

Very truly yours,

Robert I. Claire, Esq.

RIC/cg
Enclosures/chk.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TORLAND, INC.**

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

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**TORLAND, INC.
9985 Bola Circle
Naples, Florida 33942**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To engage in the sale and manufacture of horticultural products.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 9985 Bola Circle, Naples, Florida 33942 and the name of its initial Registered Agent at that address is Louis Zanette.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Louis Zanette, Director	9985 Bola Circle Naples, FL 33942
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ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Louis Zanette, President	9985 Bola Circle
Secretary and Treasurer	Naples, FL 33942

ARTICLE VII

INCORPORATORS

The name and address of each Incorporator is as follows:

Louis Zanette

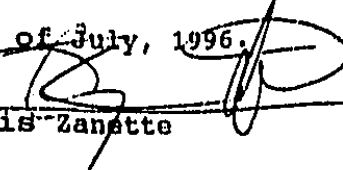
9985 Bala Circle
Naples, FL 33942

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 30 day of July, 1996.



Louis Zanette

PROVINCE OF Quebec)

_____)

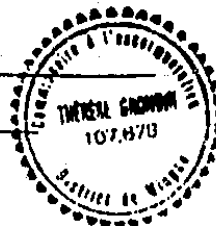
Before me, personally appeared Louis Zanette to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of July, 1996.

My Commission expires: 1998


NOTARY PUBLIC

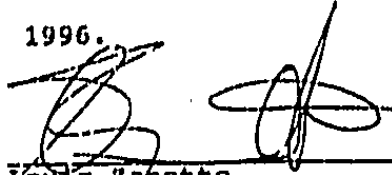
State of Quebec



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **TORLAND, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 30 day of July, 1996.



Louis Zanette
Registered Agent

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TALLAHASSEE, FLORIDA