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FLORIDA DIVISION OF CORPORATIONS

**P96000090859**

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: INCORPORATORS PLUS, INC.  
105114002375

ACCT#:

CONTACT: MICHAEL HELLER

PHONE: (954) 475-8484

(954) 475-1125

FAX #:

NAME: B.J.'S TOP SOIL, INC.

AUDIT NUMBER.....H96000015484

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 5, 1996

INCORPORATORS PLUS INC.

SUBJECT:  
REF: W96000023331

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6678.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H96000015484  
Letter Number: 596A00050687

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H96000015484

ARTICLES OF INCORPORATION  
OF  
**B.J.'s Top Soil, Inc.,**  
a Florida corporation

The undersigned, acting as incorporator of B.J.'s Top Soil, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

**B.J.'s Top Soil, Inc.**

ARTICLE II. ADDRESS

The corporation's mailing address is:

975 Blanding Boulevard  
Orange Park, Florida 32065-6732

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective November 1st, 1996.

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1040 Bayview Drive, Suite 320 Fort Lauderdale, Florida 33304-2542 and the name of the corporation's initial registered agent at that address is Charles E. Schweitzer, C.P.A..

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

John R. Cogbill

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of November, 1996

**Incorporators Plus, Inc.:**

By: Kristina Palumbo  
Kristine Palumbo  
Office Manager

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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STATE OF FLORIDA

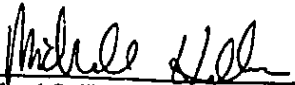
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That B.J.'s Top Soil, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1040 Bayview Drive, Suite 320 Fort Lauderdale, Florida 33304-2542, has named Charles E. Schweitzer, C.P.A., as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Charles E. Schweitzer, C.P.A.  
1040 Bayview Drive, Suite 320 Fort Lauderdale, Florida 33304-2542

  
\_\_\_\_\_  
Michael S. Heller, Attorney-in-Fact  
Date: November, 1st 1996

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Plantation, Florida 33322  
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