CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302

(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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	Foreign Corp. File
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l	Annual Report / Reinstatement
l	Cert. Copy
l	Photo Copy
١	Certificate of Good Standing
١	Certificate of Status
	Certificate of Fictitious Name C.
l	Corp Record Search9
l	Officer Search
l	Fictitious Search
l	Fictitious Owner Search
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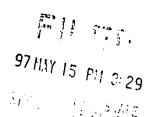
Signature

Walk-In _____

Name

Will Pick Up

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



ARTICLE I

The name of the corporation is PLANT-IT-EARTH, INC.

The business and mailing address of the corporation is 8141 Sierra Madre Drive West, Jacksonville, Florida 32217.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of stock which shall be designated as common shares.

ARTICLE V

The street address of the initial registered office of this corporation is 1919 Atlantic Boulevard, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Arthur G. Sartorius, III.

ARTICLE VI

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in accordance with the terms and provisions of the Corporate By-Laws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Ellen Watterson
8141 Sierra Madre Drive West
Jacksonville, Florida 32217

T. Michael Gamel 4127 San Jose Boulevard Jacksonville, Florida 32207

ARTICLE VII

The name and address of the incorporator signing these Articles are:

Ellen Watterson
8141 Sierra Madre Drive West
Jacksonville, Florida 32217

ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 44 day of 3, 1997.

ELLEN WATTERSON

Incorporator

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Ellen Watterson, who is personally known to me or who produced (personally Known), as identification, and who did execute these Articles of Incorporation, this 14th day of may, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County above, this 14th day of May, 1997.

Printed name:

MICHELL L. HATFIELD Comm. No. CC 377386 My Commission exp My Comm, Exp. June 1, 1998 Commission Number Bonded thru Pichard Ins. Agey.

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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-EARTH, INC.
- 2. The name and address of the registered agent and office is:

Arthur G. Sartorius, III 1919 Atlantic Boulevard Jacksonville, Florida 32207

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 THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THAT CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ARTHUR G. SARTORIUS, III

Registered Agent

May 44, 1997