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Selman & Claire
MEMBERSHIP PROFESSIONAL ASSOCIATIONS
SOCIETIES AND SOCIETY OF COURT LAWYERS
SUITE 106, SCHEVER INTERNATIONAL PLAZA
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433
TELEPHONE (561) 391-5555
FACSIMILE (561) 395-5012

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

July 9, 1997

FEDERAL EXPRESS

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

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-07/10/97--01051--005
****122.50 ****122.50

Re: Articles of Incorporation
Lator Internation, Inc.

Dear Sir/madam:

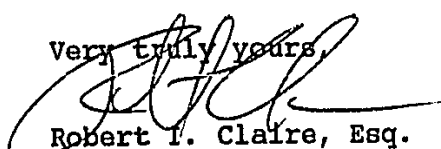
Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

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 35.00
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.

FILED
97 JUL 10 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date
7/15/97

ARTICLES OF INCORPORATION
OF
LATOR INTERNATIONAL, INC.

97 JUL 10 AM 9:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

LATOR INTERNATIONAL, INC.
7777 Glades Road, Suite 213
Boca Raton, Florida 33433

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 manufacture and market peat soil and mixes mined in the Province of Quebec, Canada.

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 7777 Glades Road, Suite 213, Boca Raton, FL 33434 and the name of its initial Registered Agent at that address is Manny J. Shulman.

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 Director of the corporation is as follows:

Manny J. Shulman
Director

7777 Glades Road, Suite 213
Boca Raton, Florida 33434

ARTICLE VII

OFFICERS

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

Manny J. Shulman, President,
Secretary and Treasurer

7777 Glades Road, Suite 213
Boca Raton, Florida 33434

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

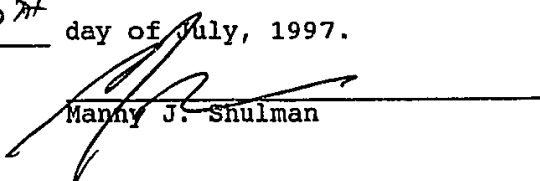
Manny J. Shulman 7777 Glades Road, Suite 213
Boca Raton, Florida 33434

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 9th day of July, 1997.


Manny J. Shulman

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, personally appeared Manny J. Shulman, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of July, 1997.


NOTARY PUBLIC
State of Florida

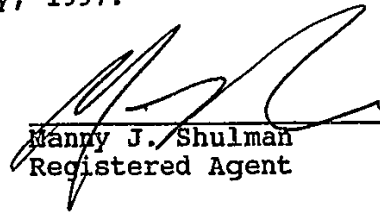
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

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

DATED this 9th day of July, 1997.



Manny J. Shulman
Registered Agent

FILED
97 JUL 10 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA