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DONALD A. KOSA, P.A.

5555 N. Ocean Blvd. #25
Ft. Lauderdale, FL 33308
(954) 786-6057

May 27, 1999

FILED
99 JUN -7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

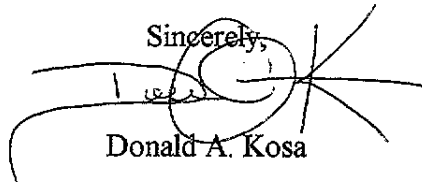
To Whom It May Concern:

Enclosed, please find the initial Articles of Incorporation for PlantCare.Com, Inc. for filing with the State, along with the initial filing fee of \$78.75 made payable to the Florida Dept. of State.

Please note this filing and return all necessary documentation to the above address at your earliest convenience.

If further information is required, please contact the undersigned.

Sincerely,


Donald A. Kosa

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*****78.75 *****78.75

enclosure(s):
Check \$78.75
Articles of Incorporation (2pgs.)

CB
6-1-99

Articles of Incorporation
of
Plant Care.Com, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of the corporation is

PLANTCARE.COM, INC.

Article II. Purpose and nature of business: The purpose of the Corporation and the nature of the business are as follows:

1. To engage in the business of promoting plant care via the internet, software, publications, or any other medium and to provide services incident and ancillary thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. To publicly trade the corporate stock, if necessary, to promote the object of its corporate business.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$1.00 per share. 100,000 shares shall be issued to the founding shareholders and will be preferred stock. The remaining shares will be of a single class of common stock.

ARTICLE IV. TERM OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE V. DIRECTORS: The corporation shall be managed by a Board of Directors of at least one (1) Director. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

KENNETH M. BENSON
2223 N.E. 33RD AVE.
FT. LAUDERDALE, FL 33305

DONALD A. KOSA, Esquire
5555 N. Ocean Blvd. #25
Ft. Lauderdale, FL 33308

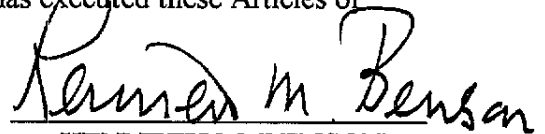
ARTICLE VI. SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation is:

KENNETH M. BENSON
2223 N.E. 33RD AVE.
FT. LAUDERDALE, FL 33305

ARTICLE VII. AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law.

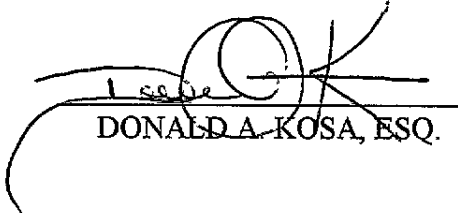
ARTICLE VIII. ADDRESS. REGISTERED OFFICE AND REGISTERED AGENT:
The initial post office address of the principal office of the corporation and registered office is 5555 N. Ocean Blvd., Ft. Lauderdale, FL 33308 and the registered agent is Donald A. Kosa, Esquire.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of May, 1999.


KENNETH M. BENSON

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida For Profit Act relative to keeping open said office.


DONALD A. KOSA, ESQ.

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