

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON  
CHARTERED

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Reply To: Sarasota

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RONALD L. COLLIER - PA & NJ  
ANTHONY J. ABATE - IL  
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MICHAEL S. TAAFFE - NJ & NY  
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\*\*\*\*Board Certified Business Litigation Lawyer

Please refer to our file number:

10099-1

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June 28, 1999

P990000059886

Bureau of Corporate Records  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Plantadvice.com Inc.

Dear Sir or Madam :

Enclosed please find original and duplicate of Articles of Incorporation of the above named corporation, together with a check in the amount of \$78.75 to cover the following items:

Filing of Articles of Incorporation	\$35.00
Certified Copy of Articles	8.75
Registered Agent	35.00

We would appreciate your returning to us a certified copy of the Articles of Incorporation in the enclosed, self-addressed, stamped envelope. Thank you for your attention to this matter.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,  
PITCHFORD & GORDON, CHARTERED

  
Rebecca J. Proctor, Certified Legal Assistant

RJP

Enclosures

200002919282--8  
-06/30/99-01032-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
JUN 30 AM 11:02  
TALLAHASSEE, FLORIDA

ajc 7/12

ARTICLES OF INCORPORATION  
OF  
PLANTADVICE.COM INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

PLANTADVICE.COM INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

FILED  
99 JUN 30 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1523 Edger Place, Sarasota, Florida 34240.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1523 Edger Place, Sarasota, Florida 34240 and the registered agent at such office is Edward Rosenthal.

#### ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Edward Rosenthal	1523 Edger Place Sarasota, FL 34240
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Betty Rosenthal	1523 Edger Place Sarasota, FL 34240
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#### ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

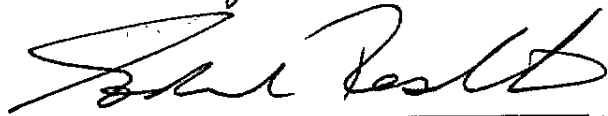
ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Edward Rosenthal

1523 Edger Place  
Sarasota, FL 34240

The undersigned has executed these Articles this 11<sup>th</sup> day of June, 1999.



Edward Rosenthal

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for Plantadvice.com Inc. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this 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.

June 11, 1999  
Date



Edward Rosenthal,  
Registered Agent

**FILED**  
99 JUN 30 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA