

**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

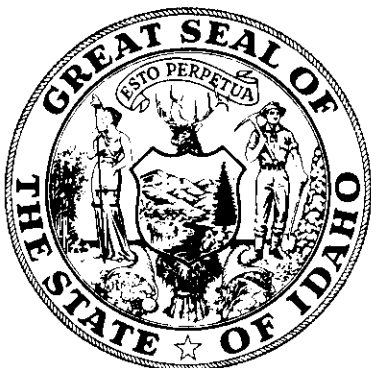
**GARDEN SUB, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GARDEN SUB, INC.

\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GARDEN SUB, INC. to transact business in this State under the name GARDEN SUB, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated July 22, 19 82



Robt. C. Cavanaugh

SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is GARDEN SUB, INC.
2. \*The name which it shall use in Idaho is GARDEN SUB, INC.
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is April 15, 1982 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1400 Peavey Building, 730 Second Avenue S., Minneapolis, Minnesota 55402
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in any lawful act or activity under the corporation law of the State.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See Attached Rider	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	\$0.10

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	\$0.10

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 7, 19 82

GARDEN SUB, INC.

By X C. M. Harper  
Its President

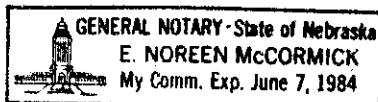
and L. B. Thomas  
Its Secretary

STATE OF NEBRASKA )  
COUNTY OF DOUGLAS ) ss:

I, E. Noeen McCormick, a notary public, do hereby certify that on this 7th day of July, 19 82, personally appeared before me C. M. Harper, who being by me first duly sworn, declared that he is the President of

GARDEN SUB, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



E. Noeen McCormick  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

GARDEN SUB, INC.  
(A Minnesota Corporation)

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
C. M. Harper	President	One Central Park Plaza Omaha, Nebraska 68102	None
L. B. Thomas	Secretary	One Central Park Plaza Omaha, Nebraska 68102	None

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
C. M. Harper	One Central Park Plaza Omaha, Nebraska 68102	4/14/83
T. E. Brady	One Central Park Plaza Omaha, Nebraska 68102	4/14/83
L. B. Thomas	One Central Park Plaza Omaha, Nebraska 68102	4/14/83



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To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under our hand and seal, have been filed for record in the office of the Secretary of State, on the day of April, A D 19 82 for the incorporation of

**GARDEN SUB, INC.**

under and in accordance with the provisions of Minnesota Statutes, Chapter 301,

Now, Therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said

**GARDEN SUB, INC.**

is a legally organized Corporation under the laws of this State

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this Fifteenth day of April in the year of our Lord one thousand nine hundred and Eighty-Two

*Jan Anderson Browne*  
Secretary of State.

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ARTICLES OF INCORPORATION

OF

GARDEN SUB, INC.

THE UNDERSIGNED, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 301 of the Minnesota Statutes, known as the Minnesota Business Corporation Act, and laws amendatory thereof and supplementary thereto, hereby adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is  
GARDEN SUB, INC.

ARTICLE II.

The corporation has general business purposes. It shall have unlimited power to engage in, and to do any lawful act concerning, any and all lawful business for which corporations may be organized under the Minnesota Business Act.

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ARTICLE III.

The duration of the corporation shall be perpetual.

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ARTICLE IV.

The location and post office address of the corporation's registered office is c/o C T Corporation System Inc., 405 Second Avenue, South, Minneapolis, Minnesota 55401

ARTICLE V.

The total authorized number of shares of the corporation shall be ten thousand (10,000) shares of common stock, and the par value of each of such shares shall be ten cents (\$.10) amounting in the aggregate to one thousand dollars (\$1000.00).

ARTICLE VI.

The amount of stated capital with which the corporation will begin business is one thousand dollars (\$1000.00).

ARTICLE VII.

The names, post office addresses and terms of office of the first directors of the corporation are:

NAMES	POST OFFICE ADDRESSES	TERM OF OFFICE
C. M. Harper	200 Kiewit Plaza Omaha, Nebraska 68131	1 year
T. E. Brady	200 Kiewit Plaza Omaha, Nebraska 68131	1 year
L. B. Thomas	200 Kiewit Plaza Omaha, Nebraska 68131	1 year

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ARTICLE VIII.

The name and post office address of the incorporator  
is:

Andrew R. Brownstein  
299 Park Avenue  
New York, New York 10171

IN TESTIMONY WHEREOF, I have hereunto set my hands  
this 14th day of April 1982.

  
Incorporator

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STATE OF NEW YORK )  
                          ss:  
COUNTY OF NEW YORK )

On this 14th day of April 1982, personally appeared  
before me Andrew R. Brownstein to me known to be the person  
named in and who executed the foregoing Articles of Incorporation,  
and he acknowledged that he executed the same as his free  
act and deed, for the uses and purposes therein expressed.

(NOTARIAL SEAL)

Loell Hayes  
Notary Public

ROSE M. PRITS  
NOTARY PUBLIC, State of New York  
No. 4, 4890  
Qualified in  
Cert. Exp. 12/31/83  
Commission Expires 12/31/83

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 14 day of April  
A. D. 19 82 at 1:50 o'clock P.M.  
and was duly recorded in Book 750  
of Incorporations, on page 16  
Loell Hayes