

State of Idaho

Department of State

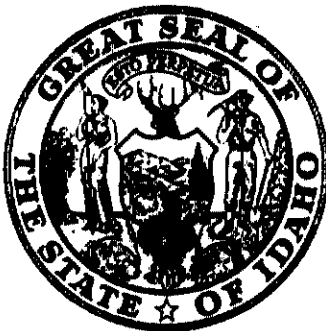
CERTIFICATE OF INCORPORATION OF

FLORA CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 25, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Richards

Corporation Clerk

Oct 25 1 59 PM '91

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

FLORA CO.

The undersigned acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation, to-wit:

Article One

The name of the corporation is Flora Co.

Article Two

The duration of this corporation is perpetual.

Article Three

The purpose for which the corporation is organized is:

(a) to operate the business of growing and selling plants and related products; and,

(b) all other legal activities for which corporations may be incorporated under the Idaho Business Corporation Act.

Article Four

The aggregate number of shares which the corporation shall have the authority to issue is 200,000 shares, with no stated par value.

(a) The common stock of this corporation shall not be issued until and unless the same has been fully paid for in accordance with resolutions of directors of the corporation. All issued shares shall be non-assessable.

(b) The directors of this corporation shall have the power to adopt any restriction governing the sale, transfer, call or other disposition of the corporation's outstanding common stock, which restriction shall be placed conspicuously on the stock certificate.

Article Five

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Article Six

The number of directors of this corporation shall be as specified in the by-laws of the corporation, and any such number may be increased or decreased from time to time in such a manner as may be prescribed in the by-laws and in accordance with the Idaho Business Corporation Act. The number of directors constituting the initial board of directors is five (5). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The directors of this corporation shall have no personal liability to the corporation, its creditors, or its stockholders for monetary damages except as to those actions identified in Idaho Code § 30-1-54(2)(a)(b)(c) and (d) as of the date of these Articles.

Article Seven

The initial by-laws shall be adopted by the board of directors and shall control the internal affairs of the corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual meeting or special meeting of the board of directors called for that purpose, or by resolution of the directors in accordance with law.

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors, or upon consideration of a resolution adopted by the holders of not less than ten percent (10%) of all shares entitled to vote at such a meeting.

Article Eight

The pre-emptive rights are not to be limited except to the extent that the same are altered by an amendment to these Articles of Incorporation, according to the by-laws and Idaho law.

Article Nine

The address of the initial registered office of the corporation is 3823 North 36th Street, Boise, Idaho 83702, and the name of the initial registered agent at such address is Jeffrey T. Jayo.

Article Ten

The name and address of the incorporator of this corporation is as follows:


Jeffrey T. Jayo
3331 Wagon Wheel Road
Boise, Idaho 83702

Article Eleven

The name and mailing address of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey T. Jayo	3331 Wagon Wheel Road Boise, Idaho 83702
Sarah K. Jayo	3331 Wagon Wheel Road Boise, Idaho 83702
Daniel P. See	1010 North 23rd Street Boise, Idaho 83702
Elizabeth Tullis	1010 North 23rd Street Boise, Idaho 83702
Dianne Pierce	220 North Sky Boise, Idaho 83702


DATED This 23 day of October, 1991.


Jeffrey T. Jayo, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 23rd day of October, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared Jeffrey T. Jayo, known to me to be the person who executed the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


Notary Public for Idaho
Residence: Boise, Idaho
Commission Expires: 4-15-92