

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EMERALD VALLEY GARDEN CENTER, INC.

File number C 109480

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: February 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF

EMERALD VALLEY GARDEN CENTER, INC.

IDaho SECRETARY OF STATE
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EX #: 15182 QJST# 2050
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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we certify in writing:

ARTICLE I
NAME

The name of the corporation shall be EMERALD VALLEY GARDEN CENTER, INC.

ARTICLE II
PURPOSES AND POWERS

The purposes for which this corporation is formed are to engage in the construction, ownership and operation of a retail garden and produce store, and further to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act, or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purpose of the corporation.

ARTICLE III
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV
REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 17966 U.S. Highway 30, Hagerman, ID 83332. The post office address of the registered

office of the corporation in the State of Idaho, County of Gooding, shall be 17966 U.S. Highway 30, Hagerman, ID 83332. Dan McFaddan shall be the registered agent at the address set forth above.

ARTICLE V CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is 100,000, all of which shall have a par value of \$.01 per share.

ARTICLE VI INCORPORATORS

The names and post office addresses of the incorporators are:

NAMES	ADDRESSES
Dan McFaddan	17966 U.S. Highway 30 Hagerman, ID 83332
Matthew D. McFaddan	210 Willow Lane Hagerman, ID 83332

ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as the board of directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

ARTICLE VIII BY-LAWS

The initial By-laws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the By-laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

**ARTICLE IX
TAXATION CONSIDERATIONS**

The corporation shall be organized as a "Subchapter S" corporation for federal and state income taxation purposes, and shall continue to possess such status unless and until a majority of the shareholders shall determine that the best interests of the corporation or the shareholders would be served by altering such status. The corporation shall be organized and capitalized in conformity with § 351 of the Internal Revenue Code. The corporation shall be organized and managed as a "Small Business Corporation" as defined in Internal Revenue Code § 1244, as amended, and all shares of stock issued by the corporation shall be "Section 1244 Stock" as defined thereby.

Dated this 16th day of February, 1995.



Dan McFaddan

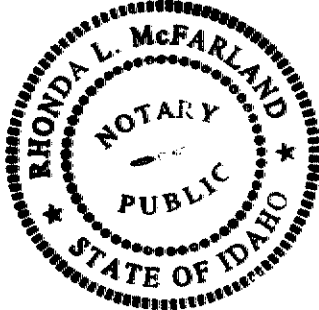



Matthew D. McFaddan

STATE OF IDAHO)
)
County of Twin Falls)

On this 16th day of February, 1995, before me, the undersigned, a notary public in and for said county and state, personally appeared Dan McFaddan, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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



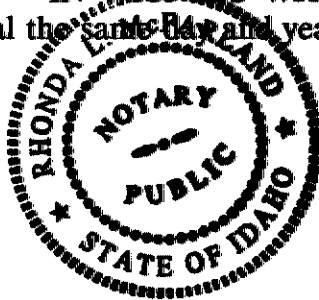


NOTARY PUBLIC FOR IDAHO
Residing at: Windsor, ID
Commission Expires: 9/99

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 16th day of February, 1995, before me, the undersigned, a notary public in and for said county and state, personally appeared Matthew D. McFaddan, known to me to be the person whose name is subscribed to the within instrument and acknowledged me to that he executed the same.

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



Rhonda E. McFarland

NOTARY PUBLIC FOR IDAHO
Residing at: *Wendell, ID*
Commission Expires: *9/99*

(HOHN\EVGCART)