

State of Idaho

Department of State

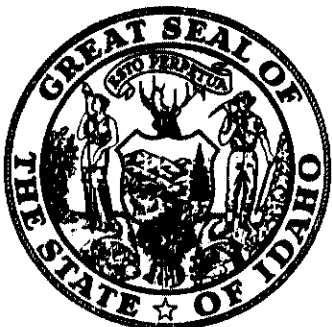
CERTIFICATE OF INCORPORATION OF

SCOTTS, INC.

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: March 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

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ARTICLE II

ARTICLE III

ARTICLE IV

ARTICLE V

ARTICLE VI

ARTICLE VII

ARTICLES OF INCORPORATION
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initial directors who will serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are M. KATHLEEN SIMS, 820 Sherman Avenue, Coeur d'Alene, Idaho 83814 and DARRELL SIMS, 701 Coeur d'Alene Avenue, Coeur d'Alene, Idaho 83814, WILLIS M. SCOTT, 1621 Westwood Drive, Rathdrum, Idaho 83858, MIKE SCOTT, 1621 Westwood Drive, Rathdrum, Idaho 83858, and KENNETH SNYDER, 818 Front Avenue.

ARTICLE VIII

The officers of the corporation shall be a president, a treasurer and a secretary. All of said officers shall be elected by the board of directors and shall hold office and have the powers as respectively specified in the corporate bylaws.

ARTICLE IX

Subject to the power of the shareholders to amend or repeal the bylaws, the board of directors shall have the authority to amend the bylaws, define the powers and duties of the corporate officers and provide for such other matters as they deem essential or convenient to the conduct of the corporation's affairs, insofar as said authority is consistent with the laws of the State of Idaho and these Articles of Incorporation.

IN WITNESS WHEREOF the undersigned incorporator has executed this instrument, dated this 10th day of March, 1994.


WILLIS M. SCOTT

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 10th day of March, 1994, before me, the undersigned Notary Public for the State of Idaho, personally appeared WILLIS M. SCOTT, known to me or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.


Notary Public for Idaho

(SEAL)

My Commission Expires: 6-24-97