

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

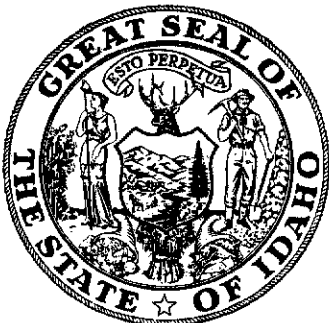
GARDEN WORLD INC.

File number C 114846

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: May 3, 1996



Pete T. Cenarrusa

SECRETARY OF STATE

By

Anna Seibel

ARTICLES OF INCORPORATION

OF

MAY 3 3 43 PM '96

GARDEN WORLD INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned hereby states the following to form a corporation under the laws of the state of Idaho.

The name of the corporation is "GARDEN WORLD, INC."

The corporation shall have perpetual duration.

The purpose of the corporation is the transaction of all lawful business and to exercise all lawful powers.

The corporation shall have the authority to issue Ten Thousand (10,000) shares of its common stock with a par value of One Dollar (1.00) each. Such stock shall not be assessable for any purpose. No common stock of the corporation shall be transferable, whether by purchase or gift, to any person, persons, entity, or association of whatever kind without that stock first being offered to the corporation at the same price and terms as any bona fide offer from a third person, or gift to third person. The corporation shall have Thirty (30) days from the date of that offer to accept or reject the offer. The shareholders shall not have preemptive rights.

The address of the registered office of the corporation is 3226 Lindsay Street, Boise, Idaho 83705.

The name of the registered agent of the corporation is Roger Scharfen, 3226 Lindsay Street, Boise, Idaho 83705.

The initial board of directors shall number two (2) whose names and addresses are:

Roger Scharfen, 3226 Lindsay Street, Boise, Idaho 83705

Donna Scharfen, 3226 Lindsay Street, Boise, Idaho 83705

The initial board of directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

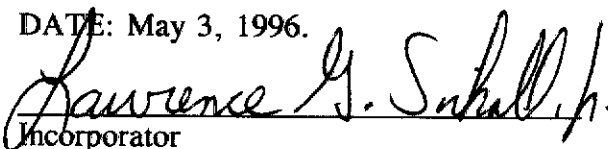
The name and address of the incorporator of the corporation is:

Lawrence G. Sirhall, Jr.

P.O. Box 1112

Boise, Idaho 83701

DATE: May 3, 1996.


Incorporator

IDAHO SECRETARY OF STATE
DATE 05/03/1996 0900 59897

CK #: 5845 CUST# 67348

CORP

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