



CERTIFICATE OF INCORPORATION
OF

SMITH TREE PLANTATION, INC.

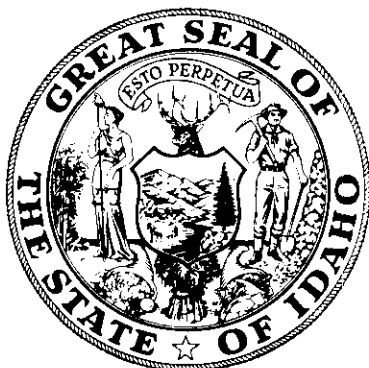
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SMITH TREE PLANTATION, INC.

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: April 30, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

1 ARTICLES OF INCORPORATION

2 OF

3 SMITH TREE PLANTATION, INC.

4 We, The undersigned, being natural persons of full age and
5 citizens of the United States, hereby incorporate ourselves under
6 the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho
7 Code.

8 ARTICLE I

9 NAME AND DURATION

10 The name of this corporation is SMITH TREE PLANTATION, INC.,
11 and such corporation shall be perpetual.

12 ARTICLE II

13 PURPOSES AND POWERS

14 The purpose of this corporation is to do any or all of the
15 things mentioned herein, to the same extent that natural persons
16 might, as follows:

17 SECTION 1. PURPOSES.

18 1. To carry on the business of city, residential and urban
19 planning and landscaping in all of its ramifications and branches;
20 to render professional and technical services in connection
21 therewith; and to engage in such other activities as are
22 incidental to or connected with the operation of such business.

23 2. To purchase, acquire, hold, sell, exchange, raise,
24 propagate, cultivate or otherwise deal with or dispose of plants,
25 trees, shrubs, and other nursery products, at wholesale, retail or
26 otherwise.

27 3. To raise, produce, purchase, manufacture, and otherwise
28 acquire, to pack, box treat, process, and otherwise handle, and to
29 sell, exchange, distribute and otherwise dispose of bulbs, herbs,
30 flowers, and other plant products, and to own, operate, acquire,
31 and otherwise conduct the business of importing, exporting and
32 distributing any of the above products, at wholesale, retail or
33 otherwise.
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1 4. To purchase, receive by way of gift, subscribe for,
2 invest in, and in all other ways acquire import, lease, possess,
3 maintain, handle on consignment, own, hold for investment or
4 otherwise, use, enjoy, exercise, operate, manage, conduct,
5 perform, make, borrow, guarantee, contract in respect of, trade
6 and deal in, sell, exchange, let, lend, export, mortgage, pledge,
7 deed in trust, hypothecate, encumber, transfer, assign and in all
8 other ways dispose of, design, develop, invent, improve, equip,
9 repair, alter, fabricate, assemble, build, construct, operate,
10 manufacture, plant, cultivate, produce, market, and in all other
11 ways (whether like or unlike any of the foregoing), deal in and
12 with property of every kind and character, real, personal, or
13 mixed, tangible or intangible, wherever situated and however held,
14 including, but not limited to money, credits, choses in action,
15 securities, stocks, bonds, warrants, script, certificates,
16 debentures, mortgages, notes, commercial paper, and other
17 obligations and evidences of interest in or indebtedness of any
18 person, firm, or corporation, foreign or domestic, or of any
19 government or subdivision or agency thereof, documents of title,
20 and accompanying rights, and every other kind and character of
21 personal property, real property (improved or unimproved), and the
22 products and avails thereto, including, but not limited to,
23 mineral, oil, gas, and water rights, all or any part of any going
24 business and its incidents, franchises, subsidies, charters,
25 concessions, grants, rights, powers, or privileges, granted or
26 conferred by any government or subdivision or agency thereof, and
27 any interest in or part of any of the foregoing, and to exercise
28 in respect thereof all of the rights, powers, privileges, and
29 immunities of individual owners or holders thereof.

30 5. To hire and employ agents, servants, and employees, and
31 to enter into agreements of employment and collective bargaining
32 agreements, and to act as agent, contractor, trustee, factor, or
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1 otherwise, either alone or in company with others.

2 6. To promote or aid in any manner, financially or
3 otherwise, any person, firm, association, or corporation, and to
4 guarantee contracts and other obligations.

5 7. To let concessions to others to do any of the things that
6 this corporation is empowered to do, and to enter into, make
7 perform, and carry out, contracts and arrangements of every kind
8 and character with any person, firm, association, or corporation,
9 or any government or authority or subdivision or agency thereof.

10 8. To carry on any business whatsoever that this
11 corporation may deem proper or convenient in connection with any
12 of the foregoing purposes or otherwise, or that it may deem
13 calculated, directly or indirectly, to improve the interests of
14 this corporation, and to do all things specified in 30-1-13, and
15 to have and to exercise all powers conferred by the laws of the
16 State of Idaho on corporations formed under the laws pursuant to
17 which and under which this corporation is formed, as such laws are
18 now in effect or may at any time hereafter be amended, and to do
19 any and all things hereinabove set forth to the same extent and as
20 fully as natural persons might or could do, either alone or in
21 connection with other persons, firms, associations, or
22 corporations, and in any part of the world.

23 The foregoing statement of purposes shall be construed as a
24 statement of both purposes and powers, shall be liberally
25 construed in aid of the powers of this corporation, and the powers
26 and purposes of each clause shall, except where otherwise stated,
27 be in nowise limited or restricted by any term or provision of any
28 other clause, and shall be regarded not only as independent
29 purposes, but the purposes and powers stated shall be construed
30 distributively as each object expressed, and the enumeration as to
31 specific powers shall not be construed as to limit in any manner
32 the aforesaid general powers, but are in furtherance of, and in
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1 addition to and not in limitation of said general powers.

2 SECTION 2. POWERS: This corporation shall have all of the
3 powers specified in the Idaho Business Corporation Act, Chapter 1,
4 Title 30, Idaho Code.

5 1. To have and to exercise all powers now or hereafter
6 conferred by the laws of the State of Idaho upon corporations
7 organized pursuant to the laws under which the corporation is
8 organized and any and all acts amendatory thereof and
9 supplemental thereto.

10 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do all
11 and everything necessary, suitable, or proper for the
12 accomplishment of any of the purposes, the attainment of any of
13 the objects, or the exercise of any of the powers herein set
14 forth, either alone or in conjunction with other corporations,
15 firms, or individuals, and either as principals or agents, and to
16 do every other act or acts, thing or things, incidental or
17 appurtenant to or growing out of or connected with the
18 above-mentioned objects, purposes, or powers.

19 3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry
20 on its business or any branch thereof in any state or territory
21 of the United States or in any foreign country in conformity with
22 the laws of such state, territory, or foreign country, and to have
23 and maintain in any state, territory, or foreign country a
24 business office, plant, store, or other facility.

25 4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In general,
26 to manage, operate, and carry on any other business in connection
27 with the foregoing powers, and to have and exercise all the powers
28 conferred on similar (business or as the case may be) corporations
29 formed under the laws of the State of Idaho, and any amendments
30 thereto.

31 5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY: The
32 corporation hereby formed shall have power to purchase, lease, or
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1 otherwise acquire by bequest, devise, gift, or other means, and to
2 hold, own manage, or develop, and to mortgage, hypothecate, deed
3 in trust, sell, convey, exchange, option, subdivide, or otherwise
4 dispose of real and personal property of every class and
5 description and any estate or interest therein, as may be
6 necessary or convenient for the proper conduct of the affairs of
7 the corporation, without limitation as to amount or value, in any
8 of the states, districts, or territories of the United States, and
9 in any and all foreign countries, subject to the laws of any such
10 states, districts, territories, or countries.

11 6. ACQUISITION OF REAL PROPERTY: To take, buy, exchange,
12 lease, or otherwise acquire real property and any interest or
13 right therein, and to hold, own, operate, control, maintain,
14 manage, and develop such property and interests in any manner that
15 may be necessary, useful, or advantageous for the purposes of this
16 corporation.

17 7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To erect,
18 construct, maintain, improve, rebuild, enlarge, alter, manage, and
19 control, directly or through ownership of stock in any
20 corporation, any and all kinds of buildings, houses, stores,
21 offices, shops, warehouses, factories, mills, machinery, and
22 plants, and any and all other structures and erections that may at
23 any time be necessary, useful, or advantageous for the purposes of
24 the corporation.

25 8. ACQUISITION OF PERSONAL PROPERTY: To take, purchase, or
26 otherwise acquire, and to own and hold such personal property,
27 chattels, chattels real, rights, easements, privileges, choses in
28 action, notes, bonds, mortgages, and securities as may lawfully be
29 acquired and held by corporations under the laws of the State of
30 Idaho

31 9. DISPOSITION OF PROPERTY: To sell, assign, convey,
32 exchange, lease, and otherwise deal in and dispose of such real
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1 and personal property, lands, buildings, chattels, chattels real,
2 rights, easements, privileges, choses in action, notes, bonds,
3 mortgages, and securities as may lawfully be acquired, held or
4 disposed of by the corporation under the laws of the State of
5 Idaho.

6 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To acquire
7 all or any part of the good will, rights, franchises, property,
8 and business of any person, firm, association, or corporation
9 engaged in any business similar to the business of this
10 corporation, and to pay for it in cash or in stock or obligations
11 of the corporation or otherwise, and to hold, utilize, enjoy, and
12 in any manner dispose of the whole or any part of the rights and
13 properties so acquired, and to assume in connection therewith any
14 liabilities of any such person, firm, association, or corporation,
15 and to conduct in a lawful manner the whole or any part of the
16 business thus acquired.

17 11. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL POWER: To
18 enter into and perform all manner and kinds of contracts,
19 agreements, and obligations, for any lawful purpose by or with any
20 person, firm, association, corporation, or governmental division
21 or subdivision.

22 12. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING
23 CONTRACTS: To enter into, and to perform or cancel and rescind
24 contracts of underwriting of the securities of any corporation,
25 association, partnership, firm, trustee, syndicate, individual, or
26 governmental division or subdivision, domestic or foreign, or of
27 any combination, organization, or entity, domestic or foreign, and
28 to act as manager of any underwriting or purchasing or selling
29 syndicate.

30 13. ASSISTANCE TO OTHER BUSINESSES: To promote and assist,
31 financially or otherwise, corporations, firms, syndicates,
32 associations, individuals, and others and to give any guaranty in
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1 connection therewith or otherwise for the payment of money or for
2 the performance of any other undertaking or obligation.

3 14. ACQUISITION AND OPERATION UNDER FRANCHISES AND LICENSES:

4 From time to time to apply for, purchase, or acquire by
5 assignment, transfer, or otherwise, and to exercise, carry out,
6 and enjoy any license, power, authority, franchise, concession,
7 right or privilege that any government or authority, Federal,
8 State, or local, or any corporation or other legal entity may be
9 empowered to enact, make, or grant, and to pay for, aid in, and
10 contribute toward carrying it into effect and to appropriate any
11 of the company's stock, bonds, and assets to defray the necessary
12 costs, charges, and expenses thereof.

13 15. ENTRANCE INTO PARTNERSHIPS: To enter into partnership
14 agreements and joint ventures with any person, firm, association,
15 or corporation engaged in carrying on any business in which the
16 corporation is authorized to engage, or in connection with
17 carrying out all or any of the purposes of this corporation.

18 16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join or
19 consolidate with, and to enter into agreements and cooperative
20 relations not in contravention of law with, any persons, firms,
21 associations, or corporations, governmental, municipal, or
22 otherwise, in connection with carrying out all or any of the
23 purposes of this corporation.

24 17. ACTING AS GUARANTOR: To indorse or guarantee the payment
25 of principal of, or interest on, bonds, notes, or other evidences
26 of indebtedness or obligations, and to guarantee the performance
27 of any other contracts or other undertakings in which the
28 corporation may otherwise be or become interested, of any
29 corporation, association, partnership, firm, trustee, syndicate,
30 individual, or governmental division or subdivision, domestic or
31 foreign, insofar as may be permitted by law.

32 18. INSURANCE OF COMMERCIAL PAPER: To borrow money, and to
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1 draw, make, accept, indorse, issue, sell, or otherwise deal
2 lawfully in promissory notes, bills of exchange, bonds,
3 debentures, or any other negotiable or transferable obligations or
4 instruments from time to time for any purpose of, or concerning
5 the business of, the corporation.

6 19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR
7 INDEBTEDNESS: To secure the payment of corporate indebtedness by
8 executing mortgages, deeds of trust, pledges, or similar
9 instruments with respect to all or any part of the property of
10 the corporation, whether now owned or to be acquired in the
11 future.

12 20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT THEREFOR: To
13 issue both preferred and common stock, and accept payment of
14 subscriptions therefor and such installments, in such manner, on
15 such terms, in money or in property, real or personal, or both, as
16 shall be determined by the board of directors.

17 21. INVESTMENT IN SECURITIES: To acquire by purchase,
18 subscription, contract, or otherwise, and to hold for investment
19 or otherwise, to sell, discount or rediscount, exchange, mortgage,
20 pledge, or otherwise dispose of, and generally to deal in and with
21 all forms of securities including, but not by way of limitation,
22 shares, stocks, bonds, debentures, notes, scrip, mortgages, and
23 choses in action of all kinds, both as principal and as agent, and
24 while the holder thereof, to exercise all the rights and
25 privileges of ownership the same as may be permitted to natural
26 persons, including the right to vote thereon.

27 22. LOAN OR ADVANCE OF MONEY: To lend and advance money or
28 to give credit to such persons and on such terms as may seem
29 expedient, and in particular to customers and others having
30 dealings with the corporation; and to guarantee or give security
31 for the loans of its customers; but, nothing contained herein
32 shall be construed to give this corporation banking powers.
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1 23. SUPPORT OF CHARITIES: To support and subscribe to any
2 charitable or public institution, organization, or club that may
3 be for the benefit of the corporation or its employees or
4 stockholders, or may be connected with any city or place where the
5 corporation does business, or to organize such institutions,
6 organizations, or clubs, if it shall be deemed necessary.

7 24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE: To
8 establish and maintain a fund to provide pensions for the benefit
9 of employees and their dependents, and to establish and contribute
10 to group life and health insurance plans for the benefit of
11 employees and their dependents.

12 25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To enter into
13 any kind of profit-sharing plan with its officers or employees
14 that the corporation may deem advantageous or expedient, or
15 otherwise to reward or pay those persons who have been largely
16 responsible for a current year's profits and who will be primarily
17 responsible for the corporation's continued success, as the
18 directors may deem fit.

19 26. RESERVATION OF INCIDENTAL POWERS: The above enumerated
20 powers shall not be construed as limiting or restricting in any
21 manner the powers of this corporation which shall always have such
22 incidental powers as may be connected with or related to any
23 specific power herein enumerated.

24 ARTICLE III

25 STOCK

26 SECTION 1. Description and Classes of Shares. There shall
27 be one class of shares, all of which shall be common stock.

28 SECTION 2. Number of Shares. The aggregate number of shares
29 which this corporation shall have authority to issue is 1,000
30 shares, with a par value of \$5.00 per share, for an aggregate par
31 value of \$5,000.00.

32 SECTION 3. Voting Rights. Each share shall have equal
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1 voting powers; each share entitling the holder to one vote.

2 SECTION 4. Nonassessable. No shares shall be issued until
3 the same are fully paid for, and when fully paid for, the same
4 shall be nonassessable. There shall be stated on each stock
5 certificate in print the following: "The shares represented by
6 this certificate are fully paid for and nonassessable."

7 SECTION 5. Stock Loss Taxation. In the case of an
8 individual, a loss of common stock issued by this corporation to
9 such individual or to a partnership which would be treated as a
10 loss from the sale or exchange of a capital asset shall, to the
11 extent provided in the Internal Revenue Code, Section 1244, be
12 treated as an ordinary loss.

13 ARTICLE IV

14 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

15 SECTION 1. Meetings of Shareholders and Directors. Meetings
16 of the shareholders and directors of this corporation may be held
17 within or without the State of Idaho at such place or places as
18 may from time to time be designated in the code of bylaws or by
19 resolution of the board of directors.

20 SECTION 2. Code of Bylaws. The initial code of bylaws of
21 this corporation shall be adopted by its shareholders. The power
22 to amend or repeal the bylaws or to adopt a new code of bylaws
23 shall be in the shareholders, but the affirmative vote of the
24 holders of three-fourths of the share outstanding shall be
25 necessary to exercise the power. The code of bylaws may contain
26 any provisions for the regulation and management of this
27 corporation which are consistent with the Idaho Business
28 Corporation Act and these Articles of Incorporation.
29 shall be in the shareholders, but the affirmative vote of the
30 holders of three-fourths of the share outstanding shall be
31 necessary to exercise the power. The code of bylaws may contain
32 any provisions for the regulation and management of this
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1 corporation which are consistent with the Idaho Business
2 Corporation Act and these Articles of Incorporation.

3 ARTICLE V

4 REGISTERED OFFICE AND REGISTERED AGENT

5 The initial registered agent in the State of Idaho of this
6 corporation is:

7 Mark Sheppard
8 874 11th Street
9 Idaho Falls ID 83401

10 The initial registered office in the State of Idaho of this
11 corporation has the address as follows:

12 874 11th Street
13 Idaho Falls ID 83401

14 ARTICLE VI

15 INFORMATION ON THE INCORPORATORS

16 The name and post office address of the incorporators are as
17 follows:



18 Mark Sheppard
19 874 11th Street
20 Idaho Falls ID 83401

21 David Smith
22 Route 1, Box 130
23 Idaho Falls ID 83401

24 The initial incorporators will constitute the initial Board
25 of Directors, and shall serve as directors until the first annual
26 meeting of shareholders or until successors shall be elected and
27 qualify.

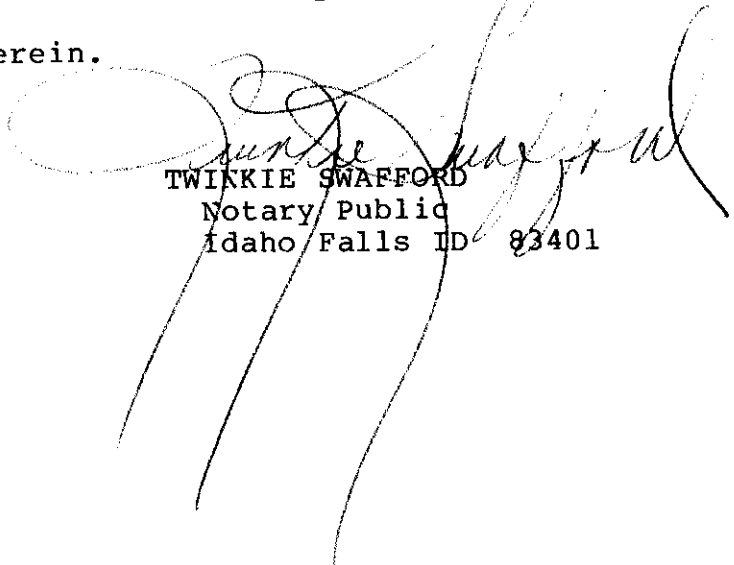
28 IN WITNESS WHEREOF, The undersigned, being the incorporators
29 of this corporation, execute the Articles of Incorporation in
30 duplicate and certifies to the truth of the facts therein stated.

31 Dated this 28 day of April, 1982.

32 
33 MARK SHEPPARD
34 
DAVID SMITH

1 STATE OF IDAHO)
2)
COUNTY OF BONNEVILLE)

3 I, the undersigned Notary Public, duly commissioned to take
4 acknowledgments and administer oaths in the State of Idaho,
5 certify that on this 28 day of April, 1982, before me
6 personally appeared MARK SHEPPARD and DAVID SMITH, known to me to
7 the the persons whose name are subscribed to the foregoing
8 instrument, and acknowledged to me that they executed the same,
9 and swore to the truths therein.

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12 TWINKIE SWAFFORD
13 Notary Public
14 Idaho Falls ID 83401
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SWAFFORD AND GAUCHAY
ATTORNEYS AT LAW
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