



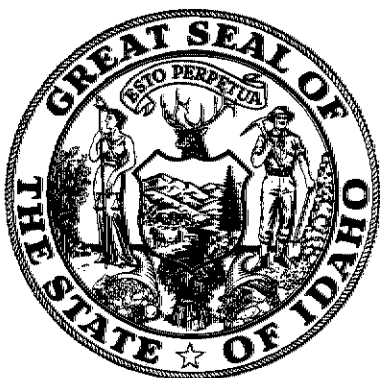
CERTIFICATE OF INCORPORATION
OF

GOLDEN GROW, CORP.

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: *January 19, 1987*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
GOLDEN GROW, CORP.

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being citizens of the United States, and being persons of full legal age, have this day, voluntarily associated ourselves together for the purpose of forming a domestic corporation, under and pursuant to the laws of the State of Idaho, and do hereby certify:

FIRST: The name of this Corporation shall be GOLDEN GROW, CORP.

SECOND: The purposes for which this Corporation is being formed are as follows:

A. To engage in any lawful business activity for which corporations may be organized under the laws of Idaho, including, but not limited to, the manufacturing, distribution, purchase and sale of plant products, decorative bark, fertilizer, barbecue rock, and related consumer products.

B. To do and perform any act, matter or thing necessary, and proper or convenient for the accomplishment for the purpose of the corporation.

THIRD: The period of existence and duration of the life of this Corporation shall be perpetual.

FOURTH: The location and post office address of the registered office and agent of the Corporation in the State of Idaho shall be:

Office: Golden Grow, Corp.
Route 3, Box 3516
Nampa, Idaho 83651

Agent: Jay C. Neider
Ted Lane
Route 3
Nampa, Idaho 83651

FIFTH: This Corporation is authorized to issue one class of shares of capitol stock to be designated as common stock. The total number of shares of said stock which this Corporation shall be authorized to issue is one thousand (1,000) shares. Said stock shall have no par value.

SIXTH: The names and post office addresses of each of the incorporators of this Corporation are as follows:

Jay C. Neider and Connie Neider
Route 3, Box 3516
Nampa, Idaho 83651

Clint Neider
Route 7,
12th Avenue Road
Nampa, Idaho 83651

The said incorporators shall constitute the initial Board of Directors of the Corporation until the first annual meeting of shareholders or until their successors be elected and qualified.

SEVENTH: The capital stock of this Corporation shall be non-assessable and the private property of the shareholders of this Corporation and shall not be liable for the debts, obligations and liabilities of this Corporation.

EIGHTH: The number of directors of this Corporation shall be at least three (3) and such additional number as the directors may determine from time to time by the By-Laws of the Corporation.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this

Corporation, have executed these Articles of Incorporation
this ____ day of December, 1986.


JAY C. NEIDER


CLINT NEIDER


CONNIE NEIDER