



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

K.L.M. NURSERY & DEVELOPMENT CO.

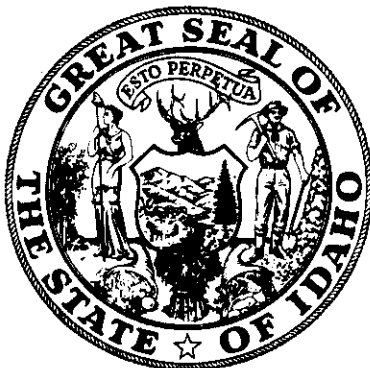
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

K.L.M. NURSERY & DEVELOPMENT CO., _____,

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 October 6, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Oct 6 9 12 AM '80
ARTICLES OF INCORPORATION
SECRETARY OF STATE
OF

K.L.M. NURSERY & DEVELOPMENT CO.

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned citizens of the United States of America, being each of full age, have this day voluntarily associated ourselves together for the purpose of forming a business corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this Corporation shall be K.L.M. NURSERY & DEVELOPMENT CO.

ARTICLE II

This corporation is formed for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and shall have all powers available to corporations under the terms of said Act.

ARTICLE III

This Corporation shall have perpetual duration.

ARTICLE IV

The location and postoffice address of the registered office and principal place of business of this Corporation shall be Route 2, St. Maries, Idaho 83861, and the registered agent shall be Gerald W. Martin, Route 2, St. Maries, Idaho 83861, and the Corporation may have such other offices and places of business within or outside the State of Idaho as the directors shall, from time to time, determine.

ARTICLE V

The authorized capital of this Corporation shall be ten thousand shares of common stock of a single class, with a par value of \$10.00 per share.

ARTICLE VI

The stockholders of the Corporation may provide by agreement, or by appropriate provision in the By-Laws of the Corporation, that sale or transfer of any of the Corporation's stock shall be subject to certain restrictions or limitations, not prohibited by law; provided, however, that no such restriction or limitation shall be binding upon or enforceable against stockholders not having actual notice thereof unless such restriction or limitation shall be fully set forth or incorporated by reference in the certificate evidencing such stockholder's shares.

ARTICLE VII


This Corporation shall have three directors as its Board of Directors, which directors shall be shareholders of the Corporation. The name and post office address of the members of the initial Board of Directors shall be:


Harlan Kieling
2439 1/2 Gibson Drive
Warren, Michigan 48090


George E. Long
5080 Kitson
West Bloomfield, Michigan 48003

Gerald W. Martin
Route Two
St. Maries, Idaho 83861

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in triplicate this 1st day of October, 1980.


Harlan Kieling


George E. Long

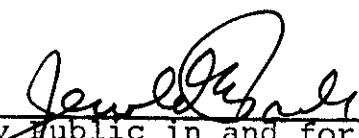

Gerald W. Martin

STATE OF IDAHO)
 : ss
County of Benewah)

On this 1st day of October, 1980,
before me, the undersigned Notary Public, personally appeared
HARLAN KIELING, GEORGE E. LONG and GERALD W. MARTIN, known
to me to be the persons who executed the foregoing Articles
of Incorporation of K.L.M. NURSERY & DEVELOPMENT CO., and
acknowledged to me that they executed the same as Incorporators
of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my seal.

SEAL



Notary Public in and for Idaho
Res. & P. O. Addr: St. Maries
Commission expires: Life