



CERTIFICATE OF INCORPORATION
OF

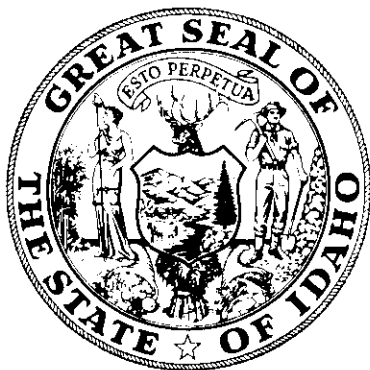
SYLVAN CORPORATION

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 _____
SYLVAN 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: November 29, 1982.



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
SYLVAN CORPORATION

Know all persons by these presents: that the undersigned, _____
MARGIE F. PHILLIPS
for the purpose of forming a corporation under the laws of the State of Idaho and in pursuance thereof do hereby sign and acknowledge the following articles of incorporation, in duplicate originals, and state as follows:

ARTICLE I

The name of this corporation is and shall be Sylvan Corporation and its existence shall be perpetual.

ARTICLE II

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

1. Distributors of fish fertilizer, now known as Grow Force.
2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:
 - (a). To purchase or otherwise acquire, so far as permitted by law the whole or any part of the undertaking and business of any person, firm or corporation and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.
 - (b). To purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.
 - (c). To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of this or any corporation or corporations: and to merge or consolidate with any corporation in such manner as may be provided by law.
 - (d). To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

- (e). To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, and territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.
- (f). To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein, above set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof: provided, the same be not inconsistent with the laws under which this corporation is organized.
- (g). To have such powers as are conferred upon corporations under the laws of this state.

ARTICLE III

Each director or officer now or hereafter serving the corporation, and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director or officer of any other corporation, and the respective heirs, executors, and administrators of each of them, shall be indemnified by the corporation against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him as such director or officer, whether or not he is a director or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performances of his duty as such director or officer, and except that in no case shall the corporation indemnify a director or officer when such indemnification would constitute a violation of 30-1-5, as such statute may be amended from time to time. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing rights of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue, including the classes thereof and special provisions, are as follows:

One Hundred Thousand (100,000) Common No-Par Value

The corporation, by the act of its Board of Directors, shall have the right to repurchase, take, receive or otherwise acquire or redeem its own shares to the

extent of unreserved and unrestricted earned surplus and capital surplus available therefor.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

ARTICLE V

The address of the initial registered office is 804 College, St. Maries, Idaho and the name of the initial registered agent at such address is Larry G. Hicks

ARTICLE VI

The management of this corporation shall be vested in a Board of Directors: the number of initial directors shall be five (5); and the subsequent number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the Corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

| NAME | ADDRESS |
|----------------------------|--|
| <u>Gladys E. Stearns</u> | <u>23605 86th W. Edmonds, WA 98020</u> |
| <u>Timothy R. Phillips</u> | <u>3423 Bell Everett, WA 98203</u> |
| <u>Kevin D. Phillips</u> | <u>22404 92nd W. Edmonds, WA 98020</u> |
| <u>David E. Stearns</u> | <u>23605 86th W. Edmonds, WA 98020</u> |
| <u>Ronald G. Stearns</u> | <u>1223 S. Tyler Tacoma, WA 98405</u> |

ARTICLE VII

The name and address of the incorporator is as follows:

Margie F. Phillips 22404 92nd W. Edmonds, WA 98020

In witness whereof the incorporator has hereunto set her hand in duplicate originals this Twenty third day of November, 1982

Margie F. Phillips

STATE OF WASHINGTON
COUNTY OF SNOHOMISH ss.:

This is to certify that on this 23rd day of November, 1982, there appeared personally before me, Margie F. Phillips to me personally known to be the person described in and who executed the foregoing articles of incorporation, and she did acknowledge and declare to me that she executed the same freely and voluntarily for the uses and purposes therein mentioned.

In witness whereof, I have hereunto set my hand and official seal, the day and year first above written

Janna L. Hawley
Notary Public in and for the State of
Washington, residing at
Edmonds