STATE OF OHIO
DEPARTMENT OF STATE

TED W. BROWN
SECRETARY OF STATE

RECEIPT NO. 36228

DATE 9/04/74

745760
NUMBER

RECEIVED OF
OR FILED BY PORTER,STANLEY,PLATT&ARTHUR

THE SUM OF $ 50.00 FOR FILING AMF OF

PLANTS & THINGS, INC.

RETURN TO:

36228
PORTER,STANLEY,PLATT&ARTHUR
ATT:J.J.MC NEALEY
37 W. BROAD ST.
COLUMBUS, OH 43215

NAME:
PLANTS & THINGS, INC.

AGT $ 50.00

TOTAL FEE $ 50.00

DOC ID ----> E002_0378

E002-0379

THE STATE OF OHIO

DEPARTMENT OF STATE

TED W. BROWN
Secretary of State

Certificate

457601

It is Hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARE

of PLANTS & THINGS, INC.

United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll E002 at Frame 0330 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this 3RD day of SEPTEMBER, A. D. 19 71

Ted W. Brown

TED W. BROWN
Secretary of State

DOC ID ----> E002_0378

E002-0380

ARTICLES OF INCORPORATION
OF
PLANTS & THINGS, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be Plants & Things, Inc.

SECOND. The place in Ohio where its principal office is to be located is Columbus, Franklin County.

THIRD. To acquire and operate a general retail and wholesale establishment for the sale of plants, plant care materials, and other related products.

To own, hold, manage, develop, lease, encumber sell, exchange and otherwise deal in or dispose of any and all types of property, real or personal, whether or not incidental to the conduct of said business.

To acquire by purchase, exchange or otherwise and to own, hold, sell, assign, transfer, encumber, mortgage, pledge and otherwise deal in or dispose of stocks, bonds, debentures, notes, land contracts, land trust certificates, leases, mortgages and all types of securities and other intangibles.

In addition to the foregoing, which shall be liberally construed and not considered as a limitation on the activities of the Corporation, to engage in any other business or activity for which natural persons may lawfully associate themselves under the laws of the State of Ohio.

FOURTH. The number of shares which the corporation is authorized to have outstanding is five hundred (500) common shares, without par value.

FIFTH. The shareholders shall have such authority as is conferred upon them by statute. A simple majority of the shareholders shall be entitled to approve any act of the Corporation, except as otherwise expressly provided by statute. Shareholders shall have no preemptive rights. The purposes for which the Corporation may conduct business may be changed substantially by the adoption of amendments to the Articles.

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If an amendment changing the purposes is authorized by a vote now or hereafter required by statute, dissenting shareholders shall not have appraisal or payment rights.

SIXTH. The amount of stated capital with which the Corporation shall begin business shall be Five Hundred Dollars ($500.00).

SEVENTH. The Corporation may purchase its own shares when authorized to do so from time to time by its Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 30th day of August, 1974.

William John Brun
Sole Incorporator

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Form 4.18 Prescribed by Secretary of State Ted W. Brown

E002-0352

Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of

(Name of Corporation)

Plants & Things, Inc.

hereby appoint J. Jeffrey McNealey,

(Name of Agent)

a natural person resident in the county in which the corporation has its principal office, ~~a corporation having~~ ~~its business address is the same as this~~

(Name of Corporation)

~~its principal office (strike out phrase not applicable)~~, upon whom ~~which~~ any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His (Its)

complete address is 37 West Broad Street, Columbus,

(Street or Avenue) (City or Village)

Franklin County, Ohio, 43215.

(Zip Code)

PLANTS & THINGS, INC.

(Name of Corporation)

William John Brun

William John Brun, Sole Incorporator

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Columbus, Ohio

August 30, 1974

PLANTS & THINGS, INC.

(Name of Corporation)

Gentlemen: I, ~~(We)~~ hereby accept(s) appointment as agent of your corporation upon whom process, tax notices or demands may be served.

J. Jeffrey McNealey

(Signature of Agent or Name of Corporation)

By J. Jeffrey McNealey

(Signature of Officer Signing and Title)

Remarks: All articles of incorporation must be accompanied by an original appointment of agent. There is no filing fee for this appointment.