

F02000002289

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

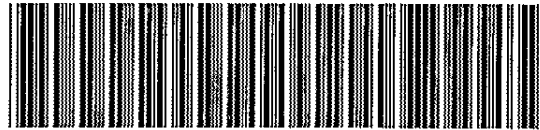
(Business Entity Name)

(Document Number)

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03 JAN 21 AM 11:00
TALLAHASSEE, FLORIDA

PS 1/24/03
WC

DEVINE, MILLIMET & BRANCH
PROFESSIONAL ASSOCIATION • ATTORNEYS AT LAW

300 Brickstone Square
Ninth Floor
P.O. Box 39
Andover, MA 01810

January 14, 2003

Tel: 978-475-9100
Fax: 978-470-0618

Michael E. Kushnir
mekushnir@dmb.com

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: E.C. Geiger, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, changing the name of E.C. Geiger, Inc. to US Horticultural Supply, Inc.
2. Certified copy of the Articles of Amendment filed in Pennsylvania;
2. Transmittal Letter;
3. Check in the amount of \$35.00 to cover the filing fee.

Kindly file these documents in your usual manner and return a date stamped copy to this office.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Respectfully yours,



Michael E. Kushnir

MEK:tlm
Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: E. C. Geiger, Inc.

(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael E. Kushnir, Esq.

(Name of person)

Devine, Millimet & Branch, P.A.

(Name of firm/company)

300 Brickstone Square, 9th Floor

(Address)

Andover, MA 01810

(City/state and zip code)

For further information concerning this matter, please call:

Michael E. Kushnir at (978) 475-9100

(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000002289

(Document number of corporation (if known))

03 JAN 21 AM 11:00
FILED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. E. C. Geiger, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Pennsylvania

(Incorporated under laws of)

3. May 2, 2002

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Pennsylvania

5. US Horticultural Supply, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)



(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Ronald Soldo, President
(Typed or printed name)

October 31, 2002

(Date)

October 31, 2002

(Title)

200210 1- 394

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number
948746

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name
Michael E. Kushnir, Esq.
Address
Devine, Millimet & Branch, 300 Brickstone Square
City State Zip Code
Andover MA 01810

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←

Fee: \$52

Filed in the Department of State on NOV 18 2002
Michael Stewart
Secretary of the Commonwealth
K

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
E.C. Geiger, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):
(a) Number and Street City State Zip County
189 Main Street, Box 285 Harleysville PA 19438 Montgom
(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: Business Law of 1933

4. The date of its incorporation: 11/17/86

5. Check, and if appropriate complete, one of the following:
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
Date Hour

PA DEPT. OF STATE

PA DEPT. OF STATE

DEC 06 2002

NOV 18 2002

200210 1- 395

DSCB:15-1915/5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The name of the corporation shall be: US Horticultural Supply, Inc.

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

31st day of October,

2002

E.C. Geiger, Inc.

Name of Corporation

Ronald Soldo

Signature

President

Title

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 06, 2003

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

US HORTICULTURAL SUPPLY, INC.

I, C Michael Weaver, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

C. Michael Weaver

Secretary of the Commonwealth

DPOS