

F96000006504

TRANSMITTAL LETTER

**TO: Qualification/Tax Lien Section
Division of Corporations**

SUBJECT: Verti-Gro, Inc.

(Name of corporation - must include suffix)

**700002027347--3
-12/12/96--01065--004
*****78.75 *****78.75**

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Otto K. Hilbert, Esq.

(Name of Person)

(Firm/Company)

228 North Cascade Avenue, Suite #301

(Address)

Colorado Springs, CO 80903

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Otto K. Hilbert

(Name of Person)

at (719) 471-8011

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Vorti-Gro, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Colorado
(State or country under the law of which it is incorporated)
3. 84-0625-628
(FEI number, if applicable)
4. June 12, 1972
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 5306 Miranda Road
Colorado Springs, CO 80918
(Current mailing address)
8. To engage in the business of hydroponic production of greenhouse products of all
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) types.
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Tim D. Carpenter
Office Address: 1556 Yardley Court
Kissimmee, Florida, 34744
(Zip Code)
10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Tim D. Carpenter
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Tim D. Carpenter

Address: 1556 Yardley Court, Florida 34744

Vice Chairman: Barbara C. Carpenter

Address: 1556 Yardley Court, Kissimmee, FL 34744

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Tim D. Carpenter

Address: 1556 Yardley Court

Kissimmee, FL 34744

Vice President: Barbara C. Carpenter

Address: 1556 Yardley Court

Kissimmee, FL 34744

Secretary: _____

Address: _____

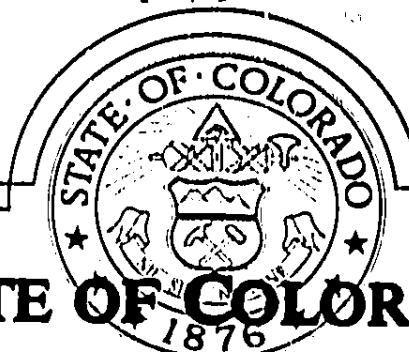
Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Tim D. Carpenter*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Tim D. Carpenter, President
(Typed or printed name and capacity of person signing application)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

VERTI-GRO, INC.
(COLORADO CORPORATION)

file # 871243396 was filed in this office on JUNE 12, 1972, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: NOVEMBER 26, 1996

Victoria Buckley

SECRETARY OF STATE