

**P000000015219**

**Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**((H00000006752 0))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**  
Division of Corporations  
Fax Number : (850)922-4001

**From:**  
Account Name : VAZQUEZ & HESS  
Account Number : I19990000245  
Phone : (305)371-8064  
Fax Number : (305)371-4967

**FILED**  
00 FEB 11 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**GROW 2000 U.S.A., Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

+H000000067520

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 11 AM 9:42

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**GROW 2000 U.S.A., INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is GROW 2000 U.S.A.,INC.(the "Corporation").

**ARTICLE II**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE IV**

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, suite 802, Miami, Florida 33131.

**ARTICLE V**

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, suite 802, Miami, Florida 33131 and the name of the initial registered agent is Gerardo A. Vazquez, Esq.

**ARTICLE VI**

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the

+H000000067520

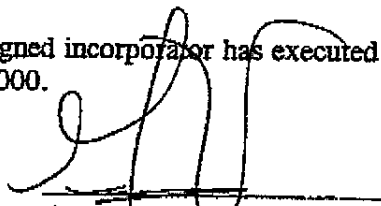
+000000001540

foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### **ARTICLE VII**

The name and address of the incorporator of the Corporation is Gerardo A. Vazquez Esq., 601 Brickell Key Drive, Suite 802, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 11th day of February, 2000.

  
Gerardo A. Vazquez  
Incorporator

+0000000067520

+000000067520


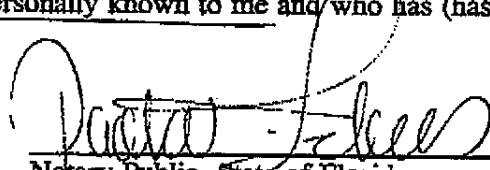
**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for GROW 2000 U.S.A. , INC., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 11th day of February, 2000.

  
Gerardo A. Vazquez, Esq.

The foregoing instrument was acknowledged before me on this 11th day of February, 2000 by Gerardo A. Vazquez, Esq., who is personally known to me and who has (has not) taken an oath.

 Paola C Febres  
My Commission CC851089  
Expires July 1, 2003  
Notary Public, State of Florida  
(Print Name)My Commission Expires: July 1, 2003

Dated as of the 11th day of February, 2000.

FILED  
00 FEB 11 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

+000000067520