CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P0000030955

03/27/00--01041--011 *****70.00 *****70.00 hoto Art of Inc. File LTD Partnership File Foreign Corp. File_ L.C. File_ Fictitious Name File Trade/Service Mark Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatemen Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search_ Officer Search Fictitious Search Fictitious Owner Search_ Signature Vehicle Search Driving Record UCC 1 or 3:File Requested by: THY MAD 28 UCC 11 Search Name Date UCC 11 Retrieval Walk-In Will Pick Up Courier

CERTIFICATE OF INCORPORATION OF

GROW GREEN, INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

GROW GREEN, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS **FIVE HUNDRED** (500) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF **ONE** (\$1.00) **DOLLAR PER SHARE**.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE V1

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

10820 ROYAL PALM BOULEVARD

CORAL SPRINGS, FL 33065

ARTICLE V11

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE AT LEAST ONE (1) AND NO MORE THAN FIVE (5).

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS

CORPORATION ARE AS FOLL	.ows:			
CARITONIC THOMSON	_			

CARLTON C. THOMPSON	1	
10820 ROYAL PALM BOULEVARD	-	
CORAL SPRINGS, FL 33065		

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION AS SUBSCRIBER IS AS FOLLOWS:

CARLTON C. THOMSPON

10820 ROYAL PALM BOULEVARD

CORAL SPRINGS, FL 33065

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, CARLTON C. THOMPSON, BEING A NATURAL PERSONS, COMPETENT TO CONTRACT, HAS HEREUNTO SET HIS HAND(S) AND SEAL(S) THIS <u>21ST</u> DAY OF <u>MARCH 2000</u>.

(SEAL)

(STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF FLORIDA, PERSONALLY APPEARED, CARLTON C. THOMPSON, TO ME WELL KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE HAS EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEALS THIS 21ST DAY OF MARCH 2000.

JENNIE KREITZ EDE

(NOTARY SEAL)

Jennie Kreitz Edel My Commission CC599758 Expires November 7, 2000

PERSONALLY KNOWN OR PRODUCED IDENTIFICATION TYPE OF IDENTIFICATION PRODUCED - DRIVER'S LICENSE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT GROW GREEN, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY OF CORAL SPRINGS, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED CARLTON C. THOMPSON, LOCATED AT 10820 ROYAL PALM BOULEVARD, CORAL SPRINGS, FL 33065, AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY:

RESIDENT AGENT

CARLTON C. THOMPSON