

P000000036163**Florida Department of State**

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**GROWING CAPITAL, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GROWING CAPITAL, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be GROWING CAPITAL, INC.

ARTICLE II

The principal place of business address of this corporation shall be 4992 North Pine Island Road, Lauderhill, Florida 33351, and the mailing address of this corporation shall be same.

ARTICLE III

This corporation's existence shall be effective on the date of filing of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is consulting and to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

HARVEY A. BURGER, ESQ.
Suite 506
20801 Biscayne Boulevard
Aventura, FL 33180
Tel: (305) 936-8844
Florida Bar No. 0136195

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<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>Name</u>	<u>Address</u>
Mark Feldman	6901 Okeechobee Boulevard Suite C-12 West Palm Beach, FL 33411

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Mark Balbirer	4992 North Pine Island Road Lauderhill, FL 33351
Mark Feldman	6901 Okeechobee Boulevard Suite C-12 West Palm Beach, FL 33411

HARVEY A. BURGER, ESQ.
Suite 506
20801 Biscayne Boulevard
Aventura, FL 33180
Tel: (305) 936-8844
Florida Bar No. 0136195

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ARTICLE VIII

The names and addresses of the Incorporators are:

<u>Name</u>	<u>Address</u>
Mark Balbirer	4992 North Pine Island Road Lauderhill, FL 33351
Mark Feldman	6901 Okeechobee Boulevard Suite C-12 West Palm Beach, FL 33411

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporators of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein

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20801 Biscayne Boulevard
Aventura, FL 33180
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Florida Bar No. 0136195

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stated are true, and execute these Articles of Incorporation this

4th day of April, 2000.


MARK BALBIRER


MARK FELDMAN
Incorporators

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HARVEY A. BURGER, ESQ.
Suite 506
20801 Biscayne Boulevard
Aventura, FL 33180
Tel: (305) 936-8844
Florida Bar No. 0136195

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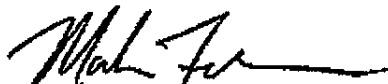
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

GROWING CAPITAL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 4992 North Pine Island Road, Lauderhill, FL as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MARK FELDMAN, RESIDENT AGENT

DATE: April 4, 2000

00 APR 10 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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