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June 16, 2000

Brendolyn Bruton  
Secretary of State  
Division of Corporations  
P O Box 6327  
Tallahassee FL 32314

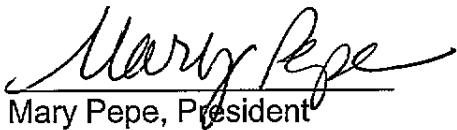
Re: Green Earth Growers Inc

Gentlemen;

Enclosed please find the original and one copy of Articles of Incorporation. In addition, you will find enclosed a cashiers check for \$87.50 for the fees for this company.

This represents the cost of filing fees, a certified copy of the Articles of Incorporation, and the Certificate of Status.

Sincerely,



Mary Pepe, President  
Green Earth Growers Inc  
962 Settlers Loop  
Geneva FL 32732  
Voice: 407-349-9677  
Fax:  
Email: mpepe@gwmail.valencia.cc.fl.us

MAILING ADDRESS OF CORPORATION:

Mary Pepe, President  
Green Earth Growers Inc  
962 Settlers Loop  
Geneva FL 32732

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
of  
Green Earth Growers Inc

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I Corporate Name

The name of the corporation is Green Earth Growers Inc

Article II Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III Purpose

The corporation is organized for the purpose of conducting any business as permitted under the laws of Florida or any other state, county, territory, or nation.

Article IV Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

Article V Initial Register Office and Agent

The principal office and mailing address of the corporation is:

Green Earth Growers Inc  
962 Settlers Loop  
Geneva FL 32732

The name and address of the Initial Register Agent is:

Mary Pepe  
962 Settlers Loop  
Geneva FL 32732

Article VI Initial Board of Directors

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Mary Pepe  
962 Settlers Loop  
Geneva FL 32732

Article VII Incorporators

The name and addresses of the initial incorporator(s) is (are):

Mary Pepe  
962 Settlers Loop  
Geneva FL 32732

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation the 16 day of June, \_\_\_\_\_.

State of Florida

SS

County of Orange

Mary Pepe  
Mary Pepe

Before me, a Notary Public authorized to take acknowledgements in the State and County as set forth above, personally appeared Mary Pepe known to me or provided the following identification:

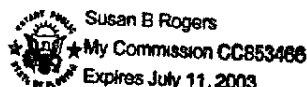
\_\_\_\_\_ and known to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 16 day of June, 2000.

[Signature]  
(Notary Public, State of Florida)

seal

My commission expires:



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CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTER AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTER AGENT  
Of  
Green Earth Growers Inc

Pursuant to Florida statutes sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its register office as indicated in the Articles of Incorporation at

Mary Pepe

962 Settlers Loop

Geneva FL 32732

has named Mary Pepe located at the aforesaid address, as its Register Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named Register Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

  
Mary Pepe, President