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Robin M. Petersen, P.A.

Attorney & Counselor At Law
BOARD CERTIFIED AS A SPECIALIST IN ELDER LAW
By The Florida Bar and Also By The National Elder Law Foundation, Accredited by
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311 SIXTH AVENUE
INDIALANTIC, FLORIDA 32903

24 August 2000

20 AUG 28 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Division of Corporation
409 East Gaines
Tallahassee, Florida 32399

RE: Innovative Growing Systems, Inc.

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-08/28/00--01124--004
*****78.75 *****78.75

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation, the original and one copy of the Certificate Designating Place of Business or Domicile for the Service of Process. Upon receipt of same, please file appropriately and forward me a copy of the enclosed documents. I have also enclosed the filing fee in the amount of \$78.75.

If you have any questions, please do not hesitate to contact me. Thank you for your cooperation in this matter.

Sincerely,



Robin M. Petersen

/jmb
Enc.

F. CHESSEB AUG 30 2000

ARTICLES OF INCORPORATION
OF
INNOVATIVE GROWING SYSTEMS, INC.

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ARTICLE 1 - NAME

The name of this corporation is INNOVATIVE GROWING SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The general nature of business to be transacted by this corporation is any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - VOTING RIGHTS

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation

of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The physical address of the initial principal office of this corporation is **P.O. BOX 410759, MELBOURNE, FLORIDA 32941**, and the name of the initial registered agent of this corporation is **Robin M. Petersen, Esq., 311 Sixth Avenue, Indialantic, Florida 32903**.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dallas Powell Director President & Secretary Vice President & Treasurer	4490 Canard Road Melbourne, Florida 32934

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Dallas Powell	4490 Canard Road Melbourne, Florida 32934

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

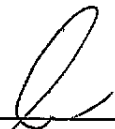
ARTICLE XIII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute 607.014 and 607.271, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which these indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of August, 2000.




DALLAS POWELL

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DALLAS POWELL, known to me and personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid, this 24th day of August, 2000.



Notary Public

My Commission Expires:



Janine M. Black
Commission # 00 897789
Expires Feb. 11, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
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:

FIRST: that **INNOVATIVE GROWING SYSTEMS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named **ROBIN M. PETERSEN, ESQ.**, located at 311 SIXTH AVENUE, INDIALANTIC, FLORIDA 32903, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state 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.



ROBIN M. PETERSEN, ESQ.


STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and County set forth above, personally appeared **ROBIN M. PETERSEN, ESQ.**, known to me and known by me to be the person who executed the foregoing, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24th day of August 2000.


Notary Public

My Commission Expires:



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