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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ACCOUNTING CONSULTANTS, INC.
Account Number : I20000000259 -
Phone : (727) 327-1999
Fax Number : (727) 327-1995

not online 10/31/01 1618
TC 10/31/01 860-488-9000 said wait until 48 hrs

FLORIDA PROFIT CORPORATION OR P.A.

GROW HOSPITALITY SALES AND SERVICES, INC.

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| Certificate of Status | 0 |
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation, to be effective on October 30, 2001.

ARTICLE I NAME

The name of the corporation shall be:

GROW HOSPITALITY SALES AND SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1941 SAPPHIRE LANE
CLEARWATER, FL 33760

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
7,000 Shares

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carol McAtee
Accounting Consultants
5401 Central Avenue
St. Petersburg, FL 33710

ARTICLE V NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE VI TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII 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 at the price at which it is offered to others.

ARTICLE VIII SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

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ARTICLE X INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

John Gordos
Accounting Consultants
5401 Central Avenue
St. Petersburg, FL 33710

Incorporator(s) has(have) executed these Articles of Incorporation this
30 day of October 2001.


Signature

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation:

GROW HOSPITALITY SALES AND SERVICES, INC.

2. The name and address of the registered agent and office is:

Carol McAtee
Accounting Consultants
5401 Central Avenue
St. Petersburg, FL 33710

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carol McAtee
Signature

10/30/01
Date

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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