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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

utterborg burrhurst holding corp.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GROWERS OUTLET U.S.A., INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME & MAILING ADDRESS

The name of this corporation is: GROWERS OUTLET U.S.A., INC. and the mailing address is 388 SOUTH MILITARY TRAIL #7, WEST PALM BEACH, FL 33415

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: any business activity permitted under the laws of the State of Florida and the United States of America.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock with a par value of One (\$1.00) Dollar.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V: REGISTERED AGENT & OFFICE

The street address of the registered agent of this corporation in the State of Florida is: 388 SOUTH MILITARY TRAIL #7, WEST PALM BEACH, FL 33415. The registered agent is JOHN KURTZ

JOHN D. KURTZ
388 S. MILITARY TRAIL
WEST PALM BEACH, FLA. 33415
561-684-0550
Fla. Bar No. 181989

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ARTICLE VI: DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the Shareholders, but the corporation shall never have less than one director.

ARTICLE VII: INITIAL DIRECTORS

The names and addresses of the members of the first board of directors are:

NAME:ADDRESS:

JOHN KURTZ

388 SOUTH MILITARY TRAIL #7, WEST PALM BEACH, FL. 33415

ARTICLE IX: INCORPORATORS

The names and addresses of the incorporators of this Corporation and subscribers to these Articles of Incorporation are:

NAME:ADDRESS:

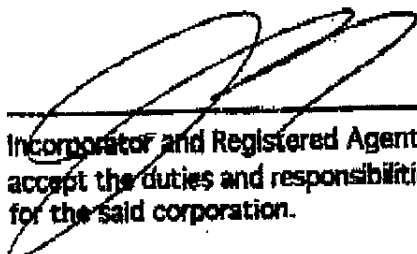
JOHN KURTZ

388 SOUTH MILITARY TRAIL #7, WEST PALM BEACH, FL. 33415

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereof.

In Witness Whereof, we have made and subscribed these Articles of Incorporation this 4 day of APRIL, 2002.


Incorporator and Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for the said corporation.

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SECRETARY OF STATE
ALABAMA
FLORIDA

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