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GARTNER BROCK SIMON

001/005

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : GARTNER BROCK & SIMON
Account Number : I19990000204
Phone : (904) 399-0870
Fax Number : (904) 399-1113

FLORIDA PROFIT CORPORATION OR P.A.

Way to Grow, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	84.5
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WAY TO GROW, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name, Location and
Mailing Address of Principal Office

The name of the corporation is Way to Grow, Inc. The principal office and mailing address of this corporation is 1304 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is Bert C. Simon.

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ARTICLE VIDirectors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The names and street addresses of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Dennis M. Williams	1304 Sawgrass Village Circle Ponte Vedra Beach, Florida 32082
Kenneth L. Williams	1304 Sawgrass Village Circle Ponte Vedra Beach, Florida 32082

ARTICLE VIIIncorporator

The name and street address of the incorporator of this corporation is Bert C. Simon, 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207.

ARTICLE VIIIBy-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE IXRestrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

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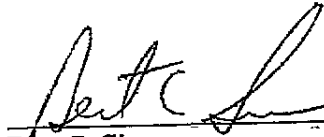
ARTICLE XDirector Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIIndemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

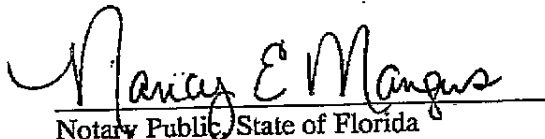
IN WITNESS WHEREOF, the incorporator has executed these Articles the 10th day of October, 2002.



Bert C. Simon
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of October, 2002 by Bert C. Simon. He is personally known to me or has produced _____ as identification.



Notary Public State of Florida

Nancy E. Mangus
Print Name

My Commission Expires:



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

Way to Grow, Inc., desiring to organize under the laws of the State of Florida as a corporation has named Bert C. Simon, whose maintains an office at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 10th day of October, 2002.

By: 

Bert C. Simon, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 10th day of October, 2002.


Bert C. Simon