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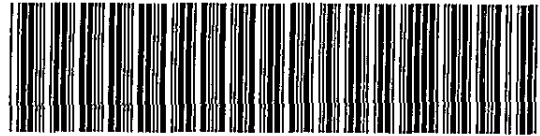
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EFFECTIVE DATE
1-1-04

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03 DEC -5 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-10
12-10

GROWING CONCEPTS
INC. _____

December 2, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Corporation Registration

Please find enclosed our check in the amount of \$78.75 and our Articles of Incorporation for:

**GROWING CONCEPTS, INC.
P.O. BOX 470054
LAKE MONROE, FL 32747**

Please register said corporation or notify us if you find a problem.

Thank you.

Sincerely yours,



Sandra Arnold
Vice President

407-323-9238

P.O. Box 470054, Lake Monroe, FL 32747
407-268-4001 fax 407-268-4220

ARTICLES OF INCORPORATION
OF
GROWING CONCEPTS, INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

Article I – Corporate Name

The name of this corporation is Growing Concepts, Inc.

Article II – Principal Office

The principal place of business and mailing address of this corporation respectively are:

431 Brightview Drive
Lake Mary, FL 32746

P.O. Box 470054
Lake Monroe, FL 32747

Article III – Purpose of Business

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

Article IV – Shares

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

Common Stock of 1000 Shares @ \$1.00 Par Value

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Article V – Initial officers and/or Directors

The number of directors constituting the initial Board of Directors of the corporation are three (3), and the names of the persons who are to serve as directors until the organizational meeting or until the first meeting of shareholders or until their successors are elected and qualified are:

Joseph L. Arnold, President
69 Crystal Drive
Debary, FL 32713

Rudy O. Arnold, Vice-President
431 Brightview Drive
Lake Mary, FL 32746

Sandra A. Arnold, Vice-President
431 Brightview Drive
Lake Mary, FL 32746

Article VI – Registered Agent

The name and address of the initial registered agent and registered office is:

Rudy O. Arnold, Vice-President
431 Brightview Drive
Lake Mary, FL 32746

Article VII – Limitation of Liability

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether of not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Article VIII – Self Dealing

No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

Article IX – Effective Date of Corporation

The effective date of this corporation is:

January 1, 2004

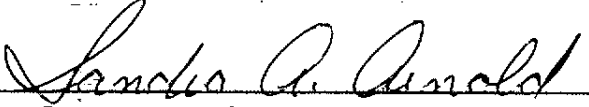
Article X – Incorporator

The name and street address of the incorporator of these Articles of Incorporation is:

Sandra A. Arnold, Vice-President
431 Brightview Drive
Lake Mary, FL 32746

The undersigned has executed these Articles of Incorporation on:

Date: 12 / 2 / 03



Signature of Incorporator

***CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT & REGISTERED OFFICE***

Pursuant to the provisions of 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.

The name of the corporation is:

Growing Concepts, Inc.

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

Rudy O. Arnold
431 Brightview Drive
Lake Mary, Fl 32746

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TALLAHASSEE, FLORIDA

Acceptance

Having been named as registered agent to accept service of process for the above
stated corporation at the place designated in this certificate, I am familiar with
and accept the appointment as registered agent and agree to act in this capacity.

Date: 12/2/03



Rudy O. Arnold
Registered Agent