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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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0399. 32745

FLORIDA PROFIT CORPORATION OR P.A.

SGRO SOUTH, INC.

Certificate of Status	0
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STATE OF FLORIDA
TALLAHASSEE

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**ARTICLES OF INCORPORATION
OF
SGRO SOUTH, INC.**

The undersigned Incorporator, for the purpose of forming a Corporation for profit under the

Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: SGRO SOUTH, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that 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 - PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be SGRO SOUTH, INC.

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 22 South Links Avenue, Suite 300, Sarasota, Florida, 34236, and the Registered Agent at such office is Thomas B. Luzier, Esq.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of the sole Member of the first Board of Directors is:

Name
William Sgro

Address
6356 Robin Cove
Bradenton, FL 34202

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE IX - INCORPORATOR

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

Name
Thomas B. Luzier

Address
Dunlap & Moran, P.A.
22 S. Links Avenue, Ste. 300
Sarasota, FL 34236

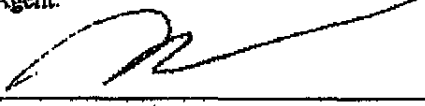
The undersigned has executed these Articles this 13th day of December, 2004.


Thomas B. Luzier, Esq.
Incorporator

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Having been named as Registered Agent and to accept service of process for SGRO SOUTH, INC., at the place designated in the Articles, 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.

December 13, 2004
Date


Thomas B. Luzier, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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