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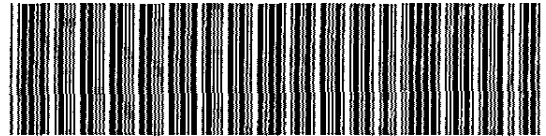
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

03 APR 12 04:10:55

STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 309066 10234A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : April 12, 2005

ORDER TIME : 9:50 AM

ORDER NO. : 309066-005

CUSTOMER NO: 10234A

CUSTOMER: Thomas W. Conely, Iii, Esq
Conely & Conely, P.a.

Post Office Drawer 1367

Okeechobee, FL 34973-1367

DOMESTIC FILING

NAME: GROW 'N GRASS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
GROW 'N GRASS, INC.**

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2005 APR 12 P 1:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **GROW 'N GRASS, INC.** The address of the principal office of this corporation shall be 17700 N.W. 176th Avenue, Okeechobee, Florida 34972, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 17700 N.W. 176th Avenue, Okeechobee, Florida 34972, and the name of the initial registered agent of the corporation at that address is **WYATT L. THOMAS**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

LISA A. THOMAS, 17700 N.W. 176th Avenue, Okeechobee, Florida 34972
WYATT L. THOMAS, 17700 N.W. 176th Avenue, Okeechobee, Florida 34972

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - LISA A. THOMAS, 17700 N.W. 176th Avenue, Okeechobee, Florida 34972
Secretary - WYATT L. THOMAS, 17700 N.W. 176th Avenue, Okeechobee, Florida 34972

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1261 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

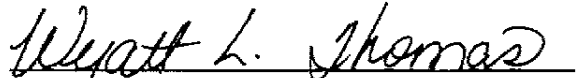
It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE X. INCORPORATOR

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

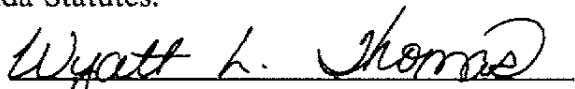
WYATT L. THOMAS, 17700 N.W. 176th Avenue, Okeechobee, Florida 34972

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on April 8, 2005.


Wyatt L. Thomas

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

WYATT L. THOMAS, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Wyatt L. Thomas