



## GUTIERREZ & ASSOCIATES

A Florida Professional Limited Liability Company  
Attorneys and Counselors at Law  
Courvoisier Centre, JJ  
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September 13, 2006

VIA DHL

Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, FL 32399

**Re: HydropoNic USA Corp..**

Dear Sir/Madam:

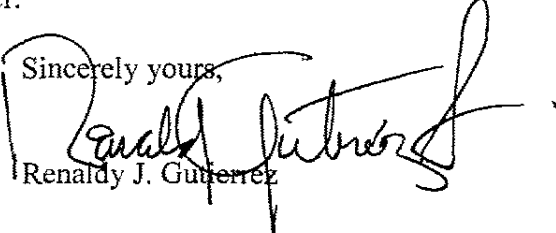
Enclosed please find for filing, original Articles of Incorporation of the above-named corporation, together with the Certificate designating the Registered Agent and Registered Office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed is a check payable to the Department of State in the amount of \$78.75 to cover the following:

|   |                              |                |
|---|------------------------------|----------------|
| - | Filing Fee                   | \$35.00        |
| - | Certified copy               | \$ 8.75        |
| - | Registered Agent designation | <u>\$35.00</u> |
|   |                              | \$78.75        |

Please return a certified copy of the enclosed Articles of Incorporation to the undersigned at your earliest opportunity in the prepaid DHL airway bill enclosed. Thank you for your assistance in this matter.

Sincerely yours,

  
Renaldy J. Gutierrez

Encl.

**ARTICLES OF INCORPORATION**

**OF**

**HydropoNic USA Corp.**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation pursuant to Chapter 607, Florida Statute (the "Act").

**ARTICLE I - Name**

The name of the corporation is **HydropoNic USA Corp.**

**ARTICLE II - Principal Office**

The initial principal place of business or mailing address of the Corporation shall be 601 Brickell Key Drive, Suite 201, Miami, Florida 33131.

**ARTICLE III - Term of Existence**

Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State, of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article IV - Nature of Business**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article V - Authorized Shares**

(a) **Number.** The Corporation is authorized to issue Five Hundred (500) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 601 Brickell Key Drive, Suite 201, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Renaldy J. Gutierrez.

**Article VII - Directors**

(a) **Number.** This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

(b) **Directors:** The name and street address of the member of the first Board of Directors of the corporation, who shall serve until the first meeting of shareholders of the corporation, is:

**NAME:**

MANUEL F. PORRO

**ADDRESS:**

601 Brickell Key Dr.  
Suite 201  
Miami, Florida 33131

(c) **Compensation.** Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

### **Article VIII - Officers**

The Officers of the Corporation shall consist of a President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Except for those officers appointed herein below, each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

| <b><u>NAME:</u></b>  | <b><u>ADDRESS:</u></b>                                      | <b><u>TITLE:</u></b>                      |
|----------------------|---|---|
| MANUEL F. PORRO      | 601 Brickell Key Dr.<br>Suite 201<br>Miami, Florida 33131.  | President and Secretary                   |
| RENALDY J. GUTIERREZ | 601 Brickell Key Drive<br>Suite 201<br>Miami, Florida 33131 | Vice President and<br>Assistant Secretary |

### **Article IX - Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article X - Incorporator**

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

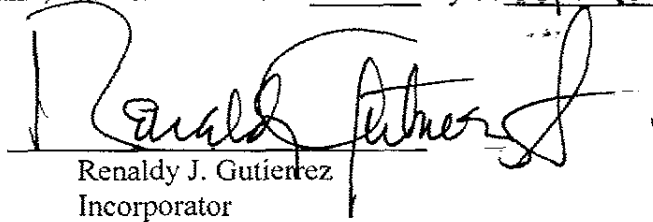
**NAME**

RENALDY J. GUTIERREZ

**ADDRESS**

601 Brickell Key Drive  
Suite 201  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation in the City of Miami, State of Florida this 13<sup>th</sup> day of September 2006.

  
Renaldy J. Gutierrez  
Incorporator

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

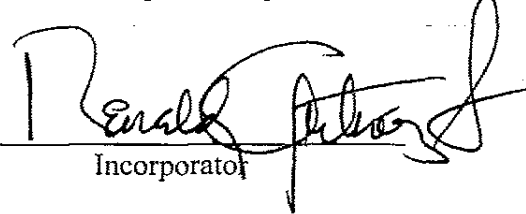
In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation, hereinafter expressed, duly authorized therefore, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is:  
**Hydroponic USA Corp.**

SECOND: The Registered Office of the Corporation is  
601 Brickell Key Drive  
Suite 201  
Miami, Florida 33131-2651.

THIRD: The name of the registered agent is Renaldy J. Gutierrez

Corporate officer signature:  
Title of officer:

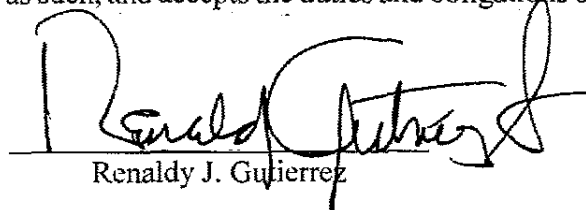
  
Incorporator

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06 SEP 14 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Date of execution: 9-13-06, 2006.

**ACCEPTANCE**

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

  
Renaldy J. Gutierrez

Date of execution: 9-13-06, 2006.