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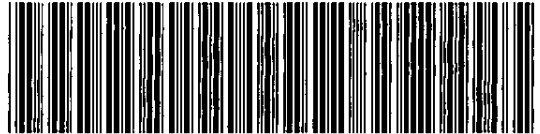
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## COVER LETTER

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

**SUBJECT:** QGrow Products, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** Lawrence P. Levine  
Name (Printed or typed)

1001 Broken Sound Parkway NW, Suite A  
Address

Boca Raton, FL 33487  
City, State & Zip

561-994-5550  
Daytime Telephone number

Llevine@gep.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
QGROW PRODUCTS, INC.

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TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be: QGROW PRODUCTS, INC.

ARTICLE II.

The principal place of business and mailing address of the Corporation is 1001 Broken Sound Parkway NW, Suite A, Boca Raton, FL 33487, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida

ARTICLE IV.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE V.

The Corporation shall have two (2) directors initially. The names and addresses of the first directors of the Corporation, whom shall hold office for the first year or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Lewis Gould	1001 Broken Sound Parkway NW, Suite A, Boca Raton, FL 33487
Leonard Gould	1001 Broken Sound Parkway NW, Suite A, Boca Raton, FL 33487

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ARTICLE VI.

The initial registered office of this Corporation is 1001 Broken Sound Parkway NW, Suite A, Boca Raton, FL 33487. The initial registered agent at that address is Leonard Gould.

ARTICLE VII.

The name and address of the Incorporator is: Lawrence P. Levine, 1001 Broken Sound Parkway NW, Suite A, Boca Raton, FL 33487.

ARTICLE VIII.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE IX.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

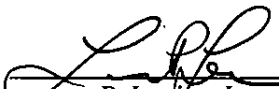
ARTICLE X.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this \_\_\_\_ day of July, 2009.

  
Lawrence P. Levine, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA


In compliance with the laws of the State of Florida, the following is submitted:

FIRST – That QGROW PRODUCTS, INC.  
desiring to organize under the laws of the State of Florida, has designated 1001 Broken Sound  
Parkway NW, Suite A, Boca Raton, FL 33487, as the place of business for the service of process  
within this state.

SECOND – That the above Corporation has named Leonard Gould as its statutory  
registered agent.

Having been named the statutory agent of the above Corporation at the place designated  
in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply  
with the provisions of Florida law relative to keeping the registered office open.

Dated this 23 day of July, 2009.

  
\_\_\_\_\_  
Leonard Gould  
Registered Agent