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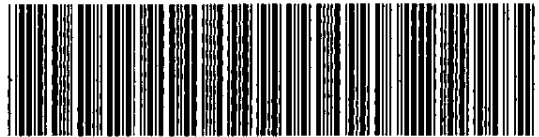
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JAN 11 AM 10:42

WILLIAM M. HOLLAND, JR.

ATTORNEY AT LAW

1725 E. 8TH AVENUE - YBOR CITY  
TAMPA, FLORIDA 33605-3811

Phone: (813) 988-9894

Fax: (813) 988-9891

January 8, 2010

Department of State  
**New Filing Section**  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

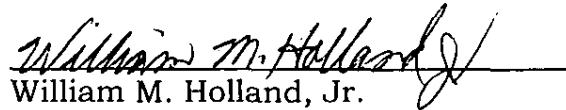
RE: Huma-Grow, Inc.

Gentlemen:

I enclose the original and one (1) copy of the Articles of Incorporation for Huma-Grow, Inc., a Florida corporation, and Acknowledgment of Acceptance of Registered Agent along with my check in the amount of \$87.50 made payable to Florida Department of State to cover the following:

1.	Filing Fee	35.00
2.	Designation of Registered Agent	35.00
3.	Certified Copy	8.75
4.	Certificate of Status	<u>8.75</u>
	Total	\$87.50

Very truly yours,



William M. Holland, Jr.  
1725 E. 8<sup>th</sup> Avenue - Ybor City  
Tampa, Florida 33605  
Phone: (813) 988-9894  
Email: williamholland12@aol.com

WMHjr/kh  
enclosures

ARTICLES OF INCORPORATION  
OF  
HUMA-GROW, INC.

FILED  
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DIVISION OF CORPORATIONS  
10 JAN 11 AM 10:42

I, the incorporator and undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, do hereby present these Articles of Incorporation, to become a corporation under the laws of the State of Florida, and do hereby accept all of the rights, privileges, benefits and obligations conferred and issued by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE I - NAME

The name of the corporation shall be: HUMA-GROW, INC.

ARTICLE II - GENERAL NATURE OF THE BUSINESS

The nature of the business, or objects or purposes to be transacted, promoted and carried on are:

1. To engage in any activity or business permitted under the laws of the United States of America, under the laws of the State of Florida and under the laws of the several States, territories and the possessions of the United States of America and such other places in which this corporation may do business.

2. The primary purpose of the corporation will be the research and development, manufacturing and sale of fertilizer, plant nutrients and soil enrichment products and the furnishing of products and services affiliated with or related hereto and transaction of any and all business necessary or related thereto.

### ARTICLE III – CAPITAL STOCK AUTHORIZED

The amount of capital stock authorized shall consist of ten thousand (10,000) shares of common voting stock, fully paid and non-assessable, having a par value of One Dollar (\$1.00) per share, payable in lawful money of the United States of America. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of the State of Florida and/or the By-Laws of this corporation.

### ARTICLE IV – BEGINNING CAPITAL

The amount of capital with which this corporation will begin business is one thousand and no/100 dollars (\$1,000) or in excess thereof.

### ARTICLE V – TERM OF EXISTENCE

This corporation shall begin existence at the time and date of the filing of the Articles of Incorporation with the State of Florida. This corporation shall have perpetual existence.

## ARTICLE VI – LOCATION

The initial address of the principal office of this corporation in the State of Florida shall be 1725 E. 8<sup>th</sup> Avenue – Ybor City, Tampa, Florida 33605, Hillsborough County, or at such other place either within or without the State of Florida, as from time to time may be fixed by the Board of Directors.

## ARTICLE VII – BOARD OF DIRECTORS

This corporation shall initially have five (5) directors. The number of directors may be increased or decreased from time to time by action taken in accordance with the By-Laws of the corporation. All of said directors shall be at least twenty-one (21) years of age and citizens of the United States of America.

## ARTICLE VIII - INCORPORATOR

The incorporator of this corporation is:

William M. Holland, Jr.	1725 E. 8 <sup>th</sup> Avenue – Ybor City Tampa, Florida 33605
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## ARTICLE IX – ALIENATION OF STOCK AND RESTRICTIONS THEREON

A stockholder of common voting stock of this corporation may sell or transfer any of such stockholder's shares of common stock of this corporation only after first offering said stock at the proposed selling price to the

corporation in writing for a period of thirty (30) days. If this corporation does not accept the offer within thirty (30) days or if this corporation declines the offer, the proposed selling stockholder shall offer said stock in equal shares at the proposed selling price to the remaining stockholders in writing for a period of thirty (30) days. The remaining stockholders may purchase equal shares of said stock, or disproportionate shares of such stock. If the remaining shareholders do not accept the offer within thirty (30) days of receiving the written offer to sell, then and in that event, the proposed selling shareholder may sell such shares to whomever the shareholder chooses. The shares of common voting stock proposed to be sold or transferred may not be voted or counted for any purpose at stockholders' meetings for determining whether the corporation shall purchase such stock.

The corporation's shareholders of common voting stock are specifically authorized from time to time to adopt By-Laws not inconsistent with these Articles of Incorporation restraining the alienation of shares of common voting stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

#### ARTICLE X – RESERVATION OF RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provision contained herein, by the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

## ARTICLE XI – PRE-EMPTIVE RIGHTS

The stockholders of only the common stock of this corporation shall have the pre-emptive right. Any unissued or temporary shares of the corporation and securities of the corporation convertible into or carrying a right to subscribed to or acquire shares must first be offered to holders of common voting shares, exclusively. Each such holder shall have the right to subscribed to and to purchase pro-rata share for share with every other holder of shares. The purchase price shall be fixed by the Board of Directors. The shareholders of common voting stock shall have a period of thirty (30) days in which to exercise any pre-emptive rights after which time a sale may be made to anyone other than the shareholders of the common voting stock of this corporation.

## ARTICLE XII – INITIAL REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to 48.091, 607.0501 and 607.0504, Florida Statutes, William M. Holland, Jr., desiring to organize the corporation named herein under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation in the County of Hillsborough, State of Florida, has designated its initial registered office as 1725 E. 8<sup>th</sup> Avenue – Ybor City, Tampa, Florida 33605 and has named William M. Holland, Jr. its initial registered agent at that address.

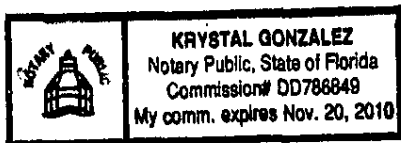
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared William M. Holland, Jr., who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of

Incorporation and he either produced Florida Drivers License as identification or is personally known to me.

WITNESS my hand and seal in the County and State aforesaid, this 8<sup>th</sup> day of January 2010.

William M. Holland Jr., Incorporator  
Krystal Gonzalez  
NOTARY PUBLIC State of Florida at Large



Print Name: Krystal Gonzalez  
My Commission Expires: Nov. 20, 2010

#### ACKNOWLEDGEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation, at the place designated in the Articles of Incorporation, William M. Holland, Jr., hereby accepts to act in the capacity of the Registered Agent of this corporation, and agrees to comply with the provisions of said acts relative to keeping said office open.

William M. Holland Jr.  
William M. Holland, Jr.

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