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The Green Ground Group, Inc.

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**ARTICLES OF INCORPORATION
OF
THE GREEN GROUND GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is The Green Ground Group, Inc.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation by the incorporator(s).

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE 5 - REGISTERED OFFICE AND AGENT

That the name of the corporation's initial registered agent is Richard H. Reace, Jr., and the initial street address of the corporation's registered agent is 10120 Parley Dr., Tampa, FL 33626.

ARTICLE 6 - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

ADDRESS:

Richard H. Reace, Jr.

10120 Parley Dr.
Tampa, FL 33626

The directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at which a quorum is present.

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ARTICLE 7 - INITIAL OFFICERS

The initial officers of the corporation are as follows:

<u>NAME:</u>	<u>OFFICE:</u>	<u>ADDRESS:</u>
Richard H. Reace, Jr.	President/Secretary Treasurer	10120 Parley Dr. Tampa, FL 33626

ARTICLE 8 - PRINCIPAL OFFICE

The principal office of the corporation, for the time being and until changed, is 10120 Parley Dr., Tampa, FL 33626.

ARTICLE 9 - INCORPORATORS

The name and address of each incorporator is:

<u>NAME:</u>	<u>ADDRESS:</u>
Richard H. Reace, Jr.	10120 Parley Dr. Tampa, FL 33626

ARTICLE 10 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the outstanding shares of the corporation or shares represented at a meeting at which a quorum is present is required to constitute any act or decision of the shareholders. In the event any person who is entitled to vote at a meeting of the shareholders abstains from voting, the shares which that person is entitled to vote shall not be considered in determining whether or not sufficient votes have been cast in favor of any matter or motion presented to the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

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ARTICLE 11 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 12 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

ARTICLE 13 - COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I/we, the undersigned, constituting the incorporator(s) of this corporation, have executed these Articles of Incorporation on this 11 day of January, 2010.


Richard H. Reace, Jr., Incorporator

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.


Richard H. Reace, Jr., Registered Agent