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ERIC GRANITUR

Attorney at Law
325 Meridian Avenue
Suite 6
Miami Beach, Florida 33139
305-531-8095
305-841-7405 (pager)
305-538-4540 (fax)

March 1, 1996

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

Re: Sydney's Sproutin' Company

2000001730732
-03/04/96--01061--013
***\$122.50 ***\$122.50

Dear Sir or Madam:

Please find enclosed executed articles of incorporation for Sydney's Sproutin' Company and a check for \$122.50 made payable to the Secretary of State. The \$122.50 is for the fee to file the articles of incorporation and to obtain a certified copy. Please file the articles of incorporation and send a certified copy to me as soon as possible.

Please call me with any questions and/or comments.

Very truly yours,



Eric Granitur

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SN MAR - 7 1996

FILED
MAR - 4 1996
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SYDNEY'S SPROUTIN' COMPANY

FILED
25 MAR -4 AM 10:51
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

Article I.
Name

The name of this Corporation is **Sydney's Sproutin' Company.**

Article II.
Principal Office

The principal office and mailing address of this Corporation is 325 Meridian Avenue, #6, Miami Beach, FL 33139.

Article III.
Capital Stock

The total number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share.

Article IV.
Preemptive Rights

Each shareholder of this Corporation shall have a preemptive right.

Article V.
Initial Registered Agent

The name and street address of the initial registered agent is:

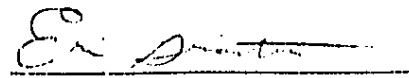
Eric Gravitur
325 Meridian Avenue
#6
Miami Beach, FL 33139

Article VI,
Incorporator

The name and street address of the Incorporator is:

Eric Granitur
325 Meridian Avenue
#6
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed
these Articles of Incorporation this 7 day of March, 1996.


Eric Granitur,
as Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS
REGISTERED AGENT**

The undersigned, having been appointed registered agent of **Sydney's Sproutin' Company** hereby accepts such designation and affirms that it is familiar with and accepts the obligations of such position pursuant to Florida Statute section 607.0505.

March 1, 1996
Date

Eric Granitur
Eric Granitur,
as registered agent

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FILED
MARCH 1 1996
TALLAHASSEE, FLORIDA