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A PROFESSIONAL ASSOCIATION

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JEFFREY A. AMAN
D. MICHAEL LINS

May 14, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800001827108
-05/17/96--01083--015
*****70.00 *****70.00

Re: Incorporation of Growth Resources Group, Inc.

Gentlemen:

Please find enclosed the following documents for filing with regard to the referenced corporation:

1. Articles of Incorporation (two originals – one for filing with the State; one for returning file-stamped to the undersigned).

2. Certificate Designating Registered Agent (original and one copy).

Also enclosed is a check in the amount of \$70.00 payable to the Secretary of State to cover the following costs:

a. Filing Fee	\$35.00
b. Registered Agent Designation	<u>\$35.00</u>

Total: \$70.00

Thank you for your assistance. Please call if you have any questions.

Very truly yours,


Jeffrey A. Aman

JAA:jac

Enclosures

cc: Mr. Richard C. Reynolds

B. REGISTER MAY 23 1996

FILED
96 MAY 17 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GROWTH RESOURCES GROUP, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is GROWTH RESOURCES GROUP, INC. The address of the Corporation is 909 Lake Brooker Court, Lutz, Florida 33549.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges,

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 14502 North Dale Mabry, Suite 314, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is Jeffrey A. Aman.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of the Corporation is:

Richard C. Reynolds
909 Lake Brooker Court
Lutz, Florida 33549

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Jeffrey A. Aman, 14502 North Dale Mabry, Suite 314, Tampa, Florida 33618.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of May, 1996.



Jeffrey A. Aman, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

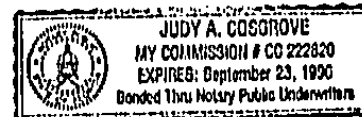
The foregoing instrument was acknowledged before me this 15th day of May, 1996 by
Jeffrey A. Aman, who is personally known to me.

Judy A. Cosgrove
Signature of person taking acknowledgment

Name typed/printed/stamped

Title

My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That GROWTH RESOURCES GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 909 Lake Brooker Court, Lutz, Florida 33549, has named Jeffrey A. Aman, located at 14502 North Dale Mabry, Suite 314, Tampa, Hillsborough County, Florida 33618, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

Jeffrey A. Aman
Jeffrey A. Aman, Registered Agent

Date: May 15, 1996

FILED
96 MAY 17 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA