

(((H96000012422 7)))

DIVISION OF CORPORATIONS TO:

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

CERT. OF STATUS...O

FAX #: (305)541-3770

NAME: CYBERGRO, INC.

AUDIT NUMBER...... 198000012422

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

4

PAGES..... FAX

DEL.METHOD..

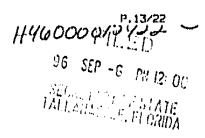
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND (CR): Help F1 Option Menu F2

NUM CAPS Connect: 00:42:1

의 의 배



ARTICLES OF INCORPORATION

OF

CYBERGRO, INC.



The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florids.

ARTICLE I - NAME

The name of the corporation shall be CYBERGRO, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on September 5, 1996 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 8741 SW 54 St., Miami FL 33165.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

No. Shares

Classification

Par Value

500

Common

\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the

H96000012422

right to purchase his or her 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 V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is John M. Spanioli, 8741 SW 54 St., Miami FL 33165.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is John M. Spanioli, 8741 SW 54 St., Miami FL 33165.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is John M. Spanioli, 8741 SW 54 St., Miami, FL 33165.

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

3

Kogistered Agent

Date: 118. 5, 1995

H960000/2422