

P.910000090510

LAWYER
LARRY A. KARNS

FAX: (954)-327-8688

7332 NORTHWEST FIFTH STREET

PLANTATION, FLORIDA 33317

TELEPHONE: (954) 327-8686

UPS MAIL

October 30, 1996

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

200001993122--7
-10/31/96--01115--009
*****70.00 *****70.00

Re: Earthgrow, Inc.

Dear Sir:

I enclose original Articles of Incorporation for Earthgrow, Inc., together with check to the order of the Secretary of State in the amount of \$70.00 to cover the following:

1. Filing Fees	\$ 35.00
2. Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Please provide me with confirmation that this corporation has been filed as soon as possible.

Sincerely yours,

Larry Karns

Larry A. Karns

LAK/ck
Enclosures

cc: Mr. Edward Ellison

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 OCT 31 AM 10:35

g 11/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 10:35

ARTICLES OF INCORPORATION

OF

EARTHGROW, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

EARTHGROW, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

A. To do any and all things permitted under the provisions of Chapter 607, Florida Statutes; and to do any and all things in a corporate capacity, not inconsistent with the laws of the State of Florida and the United States of America regulating corporations

for profit.

ARTICLE III

STOCK

The authorized capital stock of this Corporation shall consist of 200 shares of Common Stock with \$.10 par value per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation, shall be 2968 N.W. 91st Avenue, Coral Springs, Florida, 33065. The name of the initial registered agent at this address shall be Edward Ellison. The address of the principal office, and the mailing address of the corporation in the State of Florida shall be 9861 West Sample Road, Suite 211, Coral Springs, Florida, 33065.

The Board of Directors may, from time to time, move the registered office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VI

NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of no less than one, nor more than seven persons, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors, who shall hold office until the first annual meeting of stockholders, and thereafter until successors are elected are as follows:

NAME

ADDRESS

Edward Ellison

2968 N.W. 91st Avenue,
Coral Springs, Florida
33065

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation are: Edward Ellison, 2968 N.W. 91st Avenue, Coral Springs, Florida, 33065.

ARTICLE IX

OFFICERS

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X

BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICER ARE INTERESTED

(A) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(2) The fact of such relationship or interest is

disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(B) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any officer or director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officers of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the

Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actual and reasonable expenses, incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request for the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification

in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(b) Any indemnification under section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subsection (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subsection (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this section. If the Corporation elects to assume the defense, such defense shall be conducted by

counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.

ARTICLE XIII

FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file said balance sheet and profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary have been adopted by the shareholders.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set her hand and seal this 30 day of October, 1996.

Edward Ellison (SEAL)
EDWARD ELLISON

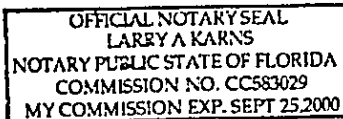
STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of October, 1996, by EDWARD ELLISON, who is personally known to me who did take an oath.

Larry A. Karns
Notary Public
Printed, Typed or Stamped Name:
LARRY A. KARNS

My Commission Expires:

B:EARTHWORK.ART



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 10:35

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That EARTHGROW, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Coral Springs County
of Broward, State of Florida
has named Edward Ellison
located at 2968 N.W. 91st Avenue,
(Street address and number of building,
Post Office Box address not acceptable)
City of Coral Springs, County of Broward,
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Edward Ellison
EDWARD ELLISON
(Resident Agent)