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TRANSMITTAL LETTER

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

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-03/27/97--01020--002
*****70.00 *****70.00

SUBJECT: GREEN THUMBS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00. You will note that the address of the registered agent and the corporation is the same. Call me at 407-299-8584 should you require additional information.

FROM: SHERRY SUTHERLAND

1025 S. HIAWASSEE RD., # 2226
ORLANDO, FL 32835
(407) 299-8584

FILED
91 APR - 1 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-7353

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1997

SHERRY SUTHERLAND
1025 S. HIAWASSEE ROAD #2226
ORLANDO, FL 32835

SUBJECT: GREENTHUMBS, INC.
Ref. Number: W97000007353

We have received your document for GREENTHUMBS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 997A00016037

FILED

ARTICLES OF INCORPORATION

97 APR -7 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWO GREENTHUMBS, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name and address of the corporation is:

TWO GREENTHUMBS, INC.

1025 S. HIAWASSEE RD., # 2226
ORLANDO, FL 32835

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME **TWO** GREENTHUMBS, INC.

ADDRESS 1025 S. HIAWASSEE RD., # 2226

CITY ORLANDO, FL 32835

The name and street address of the Initial Registered Agent of this Corporation is provided below. The address of the registered agent is the same as the corporation:

NAME SHERRY K. SUTHERLAND

ADDRESS 1025 S. HIAWASSEE RD., # 2226

CITY ORLANDO, FL 32835

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (/) director() initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than ONE (1). The name(s) and address(s) of the initial director(s) of the corporation are as follows:

NAME SHERRY K. SUTHERLAND

ADDRESS 1025 S. HIAWASSEE RD., # 2226

CITY ORLANDO, FL 32835

NAME SUTHERLAND

ADDRESS 1025 S. HIAWASSEE RD., # 2226

CITY ORLANDO, FL 32835

NAME

ADDRESS

CITY

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME

SHERRY K. SUTHERLAND

ADDRESS

1025 S. HIAWASSEE RD., # 2226

CITY

ORLANDO, FL 32835

NAME

ADDRESS

CITY

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17TH day of JANUARY, 1997.

Sherry K. Sutherland (SIGN)

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

TWO GREENTHUMBS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Corporation

at 1025 S. HIAWASSEE RD., # 2226

ORLANDO, FL 32835

has named

SHERY K. SUTHERLAND

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Sherry K. Sutherland
(registered agent)

FILED
ST. MR. - 7 PM 3:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE