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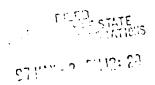
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 14, 1997

HUSHAM ABDULSATTAR 5806 FISHERMAN'S DRIVE BRADENTON, FL 34209

Tel. (941) 795-5178

SUBJECT: AGRICO, INC. Ref. Number: W9700008556

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6973.

Claretha Golden Document Specialist

Letter Number: 597A00018589

EFFECTIVE DATE

ARTICLES OF INCORPORATION

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OF

TURBO GROW INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

TURBO GROW INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any and all phases of the agricultural products business and to engage in any business permitted under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITOL STOCK

This Corporation is authorized to issue 70,000 shares of \$5.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITOL

The amount of capitol with which the Corporation will begin business shall be \$500.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

5806 Fisherman's Drive Bradenton, FL, 34209-6789 The name of the initial registered agent of this Corporation at that address is:

Husham Abdulsattar 5806 Fisherman's Drive Bradenton, FL, 34209-6789

The address of the Corporation principal office is:

5806 Fisherman's Drive Bradenton, FL, 34209-6789

ARTICLE VII - DIRECTORS

This Corporation shall have two directors. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders, but there shall never be less than one director.

ARTICLE VIII

The name and street addresses of the members of the first Board of Directors are as follows:

Husham Abdulsattar 5806 Fisherman's Drive Bradenton, FL, 34209-6789

Nadia Abdo 5806 Fisherman's Drive Bradenton, FL, 34209-6789

ARTICLE IX - INCORPORATORS

The name and address of the original subscribers signing these Articles are as follows:

Husham Abdulsattar 5806 Fisherman's Drive Bradenton, FL, 34209-6789

ARTICLE X - BYLAWS

The power to adopt, after, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such business as may come before the meeting.

ARTICLE XIII - AMENDMENTS

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

IN WITNESS WHEREOF, I have hereunto subscribe his name and affix his seal to these Articles of Incorporation, on this 28th day of Apxil., 1997

Husham Abdulsattar

STATE OF FLORIDA

COUNTY OF MANATEE

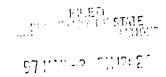
BEFORE ME, the undersigned authority, personally appeared HUSHAM ABDULSATTAR, being first duly sworn, deposes and says that he is the individual subscribed in and who executed foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed. FDC.

WITTNESS my hand and official seal in the above named County and State this day of April, 1997.

CASSANDRA SHEPPARD MY COMMISSION # CC 344812 EXPIRES: February 21, 1998 Bonded Thru Notary Public Underwrite

My Commission Expires: 2-21-98

CERTIFICATE OF DESIGNATION



REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

TURBO GROW INC.

2. The name and address of the registered agent and office is:

Husham Abdulsattar 5806 Fisherman's Drive Bradenton, FL, 34209-6789

Signature:

Title: Incorporator

Date : April, 28, 1997

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SEVICE 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 FAMILIER WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

Data

pril, 28, 1997