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ACCOUNT NO. : 072100000032

REFERENCE : 434407 91507A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 19, 1997

ORDER TIME : 11:14 AM

ORDER NO. : 434407-015

CUSTOMER NO: 91507A

CUSTOMER: John D. Kurtz, Esq
JOHN D. KURTZ, CHARTERED

388 S. Military Trail

West Palm Beach, FL 33415

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-06/19/97--01067--020
****122.50 ****122.50

DOMESTIC FILING

NAME: GROWERS OUTLET, U.S.A., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

FILED
JUN 19 1997
TALLAHASSEE, FLORIDA

84 JUN 19 1997

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FILED
97 JUN 19 PM 2:03
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GROWERS OUTLET, U.S.A., INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME & MAILING ADDRESS

The name of this corporation is: GROWERS OUTLET, U.S.A., INC., and the mailing address is 5171 HAVERHILL ROAD EXT. SO., LAKE WOTH, FLORIDA 33463

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: any business activity permitted under the laws of the State of Florida and the United States of America.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock with a par value of One (\$1.00) Dollar.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V: REGISTERED AGENT & OFFICE

The street address of the registered agent of this corporation in the State of Florida is: 388 S. Military Trail, West Palm Beach, Florida. The registered agent is John Kurtz.

ARTICLE VI: DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the Shareholders, but the corporation shall never have less than one director.

ARTICLE VII: INITIAL DIRECTORS

The names and addresses of the members of the first board of directors are:

NAME:

John Kurtz

ADDRESS:

388 S. Military Trail, West Palm Beach, Florida

ARTICLE VIII: INCORPORATORS

The names and addresses of the Incorporators of this Corporation and subscribers to these Articles of Incorporation are:

NAME:

John Kurtz


ADDRESS:

388 S. Military Trail, West Palm Beach, Florida

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereof.

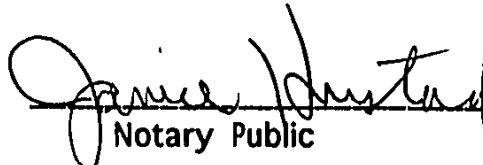
18 In Witness Whereof, we have made and subscribed these Articles of Incorporation this day of June, 1997.


Incorporator and Registered Agent.
I am familiar with and accept the duties
and responsibilities as registered agent
for the said corporation.

FILED
97 JUN 19 PM 2:03
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, that the foregoing instrument was acknowledged by John Kurtz who is personally known to me or who produced N-11 as identification and who did (did not) take an oath.

Witness my hand and official seal in the County and State last aforesaid, this 18 day of June, 1997.


Notary Public

