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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 584-1462

August 20, 1997

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

TRANSMITTAL LETTER

100002280141--8
-08/28/97--01105--019
*****78.75 *****78.75

SUBJECT: SIMPLY HYDROPONICS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate.

Thank you.

FROM: Barbara S. Hicks

152 8th Avenue, S.W., Suite 2A

Largo, Florida 33770-3613

(813) 559-8505

Sincerely,



Barbara S. Hicks

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 28 AM 11:14

W. Sampson AUG 29 1997

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Simply Hydroponics, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1921 Starkey Road
Largo, Florida 33771
813/ 531-5355**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Allan F. Bednar
1921 Starkey Road
Largo, Florida 33771
813/ 531-5355**

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

Allan F. Bednar
Director

Gordon Brown
President

1921 Starkey Road
Largo, Florida 33771

The undersigned incorporators have executed these Articles of Incorporation this 22 day of August, 1997.


ALLAN F. BEDNAR
Director


GORDON BROWN
President


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions 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: SIMPLY HYDROPONICS, INC.
2. The name and address of the registered agent and office is:

ALLAN F. BEDNAR
1921 Starkey Road
Largo, Florida 33771
813/ 531-5355

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.


ALLAN F. BEDNAR

This 22 day of August, 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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