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SELLAR, SEWELL, RUSS, SAYLOR & JOHNSON, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

907 WEBSTER STREET

LEESBURG, FLORIDA 34748

FILED

97-SEP -5 AM 9:03

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MAILING ADDRESS:

POST OFFICE BOX 492722

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32301

LEESBURG, FLORIDA 34748-2722

TELEPHONE (352) 787-2308

FAX NUMBER (352) 787-4341

September 3, 1997

EFFECTIVE DATE

9-1-97

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Incorporation of ROE BROTHERS HYDROPONICS, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with your office. A check in the amount of \$122.50 is enclosed for the filing fee.

Please return a copy of said articles to our office.

Thank you for your attention to this matter.

Sincerely,

Stephen G. Sewell

Stephen G. Sewell

SGS:js
Enclosures

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ARTICLES OF INCORPORATION
OF
ROE BROTHERS HYDROPONICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

ARTICLE I. NAME

9-1-97

The name of this corporation is ROE BROTHERS HYDROPONICS, INC.

ARTICLE II. DURATION

This corporation shall begin its existence on the 1st day of September, 1997.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

SEVEN THOUSAND FIVE HUNDRED (7,500) Shares of
Common Stock having a Nominal or Par Value of
ONE DOLLAR (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 421 Lake Shore Drive, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation is **BEN ROGERS**.

ARTICLE VII. PRINCIPAL OFFICE

The address of the principal office is 421 Lake Shore Drive, Leesburg, Florida 34748. The preferred mailing address is same.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors, 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(es) of the initial director(s) of this corporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
C. BEN ROGERS	421 Lake Shore Drive Leesburg, Florida 34748
ANN S. ROGERS	421 Lake Shore Drive Leesburg, Florida 34748

ARTICLE IX. INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
C. BEN ROGERS	421 Lake Shore Drive Leesburg, Florida 34748

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XI. AMENDMENT

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 1st day of September, 1997.


C. BEN ROGERS | Subscriber

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **ROE BROTHERS HYDROPONICS, INC.**
2. The name and address of the registered agent and office is:

C. BEN ROGERS
421 Lake Shore Drive
Leesburg, Florida 34748

SIGNATURE *C. Ben Rogers*
(Corporate Officer)

TITLE President

DATE September 1, 1997

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.

SIGNATURE *C. Ben Rogers*
DATE September 1, 1997