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JASON PSALTIDES & ASSOCIATES
A PROFESSIONAL CORPORATION INCLUDING LAW OFFICES
SAWGRASS INTERNATIONAL CORPORATE PARK
14101 NW 4TH STREET
SUNRISE, FLORIDA 33325

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 AM 9:56

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October 30, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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***122.50 ***122.50

Re: S & D Hydroponics, Inc

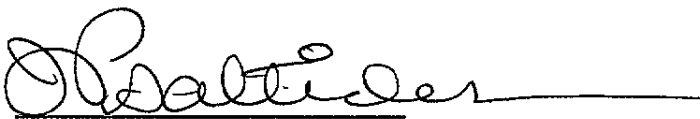
Ladies and Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation to the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and advise me if you need anything further.

Very truly yours,


Jason K. Psaltides, Esq

B. BROWN NOV 10 1997

ARTICLES OF INCORPORATION
OF
S & D HYDROPONICS, INC.

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The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Incorporation:

ARTICLE I. Corporate Name

The name of this corporation is "S & D Hydroponics, Inc."

ARTICLE II. Duration

The period of its duration is perpetual.

ARTICLE III. Purpose

The purpose is to engage 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 (100) shares, all of one class of Common Stock at \$1.00 par value per share.

ARTICLE V. Initial Registered Agent and Office.

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent: Suzie Parisi
1602 Alton Road
Suite 616
Miami Beach, FL 33139

Address of Corporation: PO Box 1901
West Palm Beach, FL 33401

ARTICLE VI. Initial Board of Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is: Suzie Parisi

1602 Alton Road, Suite 616 - Miami Beach, FL 33139.

ARTICLE VII. Incorporators.

The name and address of the Incorporator signing these Articles of Incorporation

is: Suzie Parisi - 1602 Alton Road
Suite 616
Miami Beach, FL 33139

ARTICLE VIII. Amendment of Articles

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.

ARTICLE IX. Informal Shareholder Action

Any action of the shareholders may be taken without a meeting may consent in writing setting forth the action so taken shall be signed by all shareholders entitled to vote and filed with the Secretary of the Corporation.

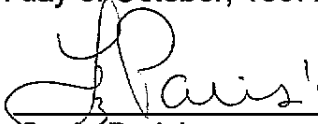
ARTICLE X. Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board or Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these

Articles of Incorporation, this 25th day of October, 1997.


Suzie Parisi
Incorporator


Suzie Parisi
Registered Agent.

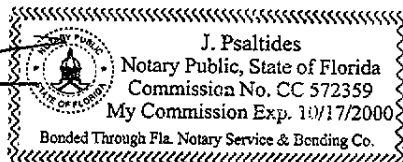
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Suzie Parisi, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 25th day of October, 1997.



NOTARY PUBLIC
My commission expires:



Designation and Acceptance of Registered Agent

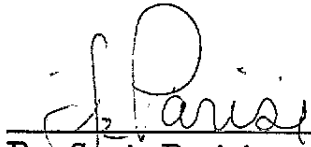
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is S & D Hydroponics, Inc.
2. The name of the registered agent is Suzie Parisi
3. The address of the registered agent/registered office is
1602 Alton Road
Suite 616
Miami Beach, FL 33139

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Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


By: Suzie Parisi

Date: October 29, 1997